

THE
STATUTES AT LARGE
OF THE
STATE OF MINNESOTA

COMPRISING

THE GENERAL STATUTES OF 1866

As amended by subsequent Legislation to the close of the Session of 1873

TOGETHER WITH

ALL LAWS OF A GENERAL NATURE IN FORCE, MARCH 7, A.D. 1873

WITH REFERENCES TO

JUDICIAL DECISIONS OF THE STATE OF MINNESOTA, AND OF OTHER
STATES WHOSE STATUTES ARE SIMILAR

TO WHICH ARE PREFIXED

THE CONSTITUTION OF THE UNITED STATES, THE ORGANIC ACT,
THE ACT AUTHORIZING A STATE GOVERNMENT, AND THE
CONSTITUTION OF THE STATE OF MINNESOTA

VOL. I.

COMPILED AND ARRANGED BY

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CHICAGO
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1873

CHAPTER XVII.*
OF CORPORATIONS.

(This Chapter is Chapter XXXIV. of the Statutes of 1866.)

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| <p style="text-align: center;">TIT. I.</p> <p>1. Any number of persons not less than five may become incorporated.</p> <p>2. Articles shall be signed and recorded.</p> <p>3. Articles to contain—</p> <p>4. Effect of filing, recording, and publishing articles.</p> <p>5. Continuance of corporation.</p> <p>6. Copy of by-laws to be posted.</p> <p>7. Statement of amount of capital stock subscribed, and amount paid in and the indebtedness of the company, to be posted.</p> <p>8. Transfer of shares, how made—books, how kept.</p> <p>9. Private property, how liable for corporate debts.</p> <p>10. Private property of stockholder, how levied on.</p> <p>11. Officer having execution, how to proceed.</p> <p>12. Old corporations may organize under this title.</p> <p>13. May obtain right of way, how.</p> <p>14. Shall present petition to district judge.</p> <p>15. Service of notice upon parties interested.</p> <p>16. Adjournment of proceedings.</p> <p>17. Action of court.</p> <p>18. Repealed.</p> <p>19. Duties of commissioners.</p> <p>20. Shall file petition, appointment, oath, report, and map.</p> <p>21. Payment of damages, how made.</p> <p>22. Appeals from assessments, how taken.</p> <p>23. Construction of improvement shall not be delayed during prosecution of appeal, when.</p> <p>24. Repealed.</p> <p>25. Appeals, how tried and determined.</p> <p>26. Judgment, how entered—effect of—may be paid, how.</p> <p>27. Corporation may perfect record evidence of title to land taken, how.</p> <p>28. Telegraph companies may use roads and highways, how.</p> <p>29. Railroad may use public road, street, or alley by agreement with municipal authorities.</p> <p>30. Corporation may enter on land to make preliminary surveys.</p> <p>31. May obtain rights of way, etc., by purchase or gift.</p> <p>32. May erect bridges and collect tolls.</p> <p>33. Shall erect sign-boards, where—liability for neglect.</p> <p>34. Shall cause trains to stop at passenger stations—liability for neglect.</p> <p>35. Rates of tariff for freight and passengers.</p> | <p>36. Corporations may become consolidated, when and how.</p> <p>37. Effect of consolidation.</p> <p>38. New corporation to date from election of first board of directors.</p> <p>39. One railroad corporation may aid another to construct its road.</p> <p>40. May borrow money, execute bonds, notes, etc.</p> <p>41. Corporators named in the articles—their powers and duties.</p> <p>42. Capital stock, how increased.</p> <p>43. Railroad company shall make report—auditor to present abstract to legislature.</p> <p>44. Penalty for diverting corporate property.</p> <p style="text-align: center;">TIT. II.</p> <p>45. Conveyance, etc., of railroad company running through more than one county, how and where recorded.</p> <p>46. Railroad companies authorized to mortgage or execute deeds of trust, etc.</p> <p>47. Must fence portions of their road—for what purpose.</p> <p>48. Duty of supervisors—penalty in case of neglect of company.</p> <p>49. Cattle guards at way or crossings.</p> <p>50. Liability for negligence.</p> <p>51. Damages to be recovered.</p> <p>52. Treble damages, when.</p> <p>53. Cannot collect elevator charges, etc., from private warehouses.</p> <p>54. Legal rates for transportation of freight.</p> <p>55. Rates of passenger tariff.</p> <p>56. No charge for transferring freight—when to charge for storage.</p> <p>57. Must receive freight when brought for transportation.</p> <p>58. Passenger fares to be paid in advance.</p> <p>59. How to proceed when freight passes over more than one road.</p> <p>60. Must carry freight within a reasonable time.</p> <p>61. Lines of railroad declared public highways.</p> <p>62. Maximum rates—misuse of power—duty of attorney general.</p> <p>63. Transfer of passengers and baggage at crossings.</p> <p>64. Contractors to give bond for payment of debts due to laborers—railroad companies liable to laborers, when.</p> <p>65. Liability of railroad company.</p> <p>66. Limitation of actions.</p> <p>67. Railroad companies organized under Iowa laws, granted same powers in this state.</p> <p>68. General railway offices, where.</p> |

* Validity of the chapter discussed and determined, *Weir v. St P. S. & T. F. R. R. Co.*, 18 Minn. 155; *vide* also *Langford v. Coms. Rainey Co.*, 16 Minn. 378.

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OF CORPORATIONS EMPOWERED TO TAKE PRIVATE PROPERTY FOR PUBLIC USES.

SECTION 1. *Any number of persons not less than five may become incorporated.*—Any number of persons, not less than five, may associate themselves and become incorporated for the purpose of building, improving, and operating railways, telegraphs, canals, or slackwater navigation, upon any river or lake, and all works of internal improvement which require the taking of private property or any easement therein.

SEC. 2. *Shall organize by adopting and signing articles.*—They shall organize by adopting and signing articles of incorporation, which shall be recorded in the office of the register of deeds of the county where the principal place of business is to be, and also in the office of the secretary of state, in books kept for such purposes.

SEC. 3 (AS AMENDED BY ACT OF FEBRUARY 23, 1867). *Articles shall contain, what.*—Said articles shall contain:

First. The name of the corporation, the general nature of its business, and the principal place, if any, of transacting the same.

Second. The time of commencement and the period of continuance of said corporation.

Third. The amount of capital stock of said corporation, and how to be paid in.

Fourth. The highest amount of indebtedness or liability to which said corporation shall at any time be subject.

Fifth. The names and places of residence of the persons forming such association for incorporation.

Sixth. The names of the first board of directors, and in what officers or persons the government of the corporation and the management of its affairs shall be vested, and when the same are elected.

Seventh. The number and amount of the shares in the capital stock of said corporation.

And shall be published for four successive weeks in some newspaper printed and published at the capital of the state: *provided*, that in cases where articles of incorporation have been adopted and signed, or may hereafter be adopted and signed, as provided in sections two and three of this chapter, and filed for record in the office of the secretary of state, the publication of the same for one week in some newspaper published at the capital of this state, shall be a sufficient publication under this chapter, and upon filing an affidavit of proof of such publication in the office of said secretary of state, the persons named in such articles shall thereupon become a corporation, with the authority and powers in this chapter provided and intended.

S. L. 1867, 25.

SEC. 4 (AS AMENDED BY ACT OF MARCH 10, 1873). *Effect of filing, recording, and publishing articles.*—When articles are filed, recorded, and published, as aforesaid, the persons named as corporators therein become a body corporate, and

are authorized to proceed to carry into effect the objects set forth in said articles in accordance with the provisions of this title, and shall have perpetual succession, sue and be sued by its corporate name, have a common seal, which it may alter at pleasure, may render the interest of its stockholders transferable, establish by-laws and make all rules and regulations deemed expedient for the management of its affairs, in accordance with law, and not incompatible with an honest purpose; and whenever, after the adoption, filing, publication, and recording of the articles of incorporation, as provided for in section three of this (said) chapter, and the creation thereby of a body corporate, the said corporation shall resolve to alter, modify, or change any of its articles of incorporation, such corporation may, by resolution duly passed at any regular meeting of the directors thereof, adopt a new article or articles, altering, modifying, or changing any of the original articles of incorporation: *provided*, such alteration, modification, or change shall only relate to and affect the name of such incorporation, the general nature of its business, and the principal place of transacting the same, the amount of its capital stock, and how to be paid in, the highest amount of indebtedness or liability to which said corporation shall at any time be subject, and the number and amount of the shares of its capital stock: *and provided further*, that no such new and amended articles of incorporation shall be operative or valid to alter, modify, or change such original articles of incorporation until the same shall be filed, published, and recorded in the same manner and with like formalities that the original articles of incorporation are now required to be filed, published, and recorded; and when so adopted the said amended articles of incorporation shall be substituted for and take the place of the original articles of incorporation so amended.

S. L. 1873, 127.

SEC. 5. *Corporation may continue, how long.*—No such corporation shall be formed to continue more than fifty years in the first instance, but it may be renewed from time to time for periods not longer than fifty years: *provided*, that three-fourths of the votes cast at any regular election for the purpose, are in favor of such renewal, and those desiring a renewal purchase the stock of those opposed thereto at its current value.

SEC. 6. *By-laws to be posted.*—A copy of the by-laws of the corporation, with the names of all its officers appended thereto, shall be posted in the principal place of business, and be subject to public inspection.

SEC. 7. *Statement to be posted up.*—A statement of the amount of the capital stock subscribed, the amount of capital actually paid in, and the amount of indebtedness of the company in a general way, shall also be kept posted up in like manner, which statement shall be corrected as often as any material change takes place in relation to any part of the subject matter of such statement.

SEC. 8. *Transfer of shares, how made.*—The transfer of shares is not valid, except as between the parties thereto, until it is regularly entered on the books of the company, so far as to show the name of the persons by and to whom transferred, the numbers or other designation of the shares, and the date of the transfer; but such transfer shall not in any way exempt the person making such transfer from any liabilities of said corporation which were created prior to such transfer. The books of the company shall be so kept as to show intelligibly, the original stockholders, their respective interests, the amount which has been paid in on their shares, and all transfers thereof; and such books, or a correct copy thereof, so far

as the items mentioned in this section are concerned, shall be subject to the inspection of any persons desiring the same.

SEC. 9. *Private property, how liable for corporate debts.*—The private property of each stockholder in any corporation formed as herein provided, is liable for corporate debts in the following cases :

First. For all unpaid instalments on stock owned by him or transferred for the purpose of defrauding creditors.

Second. For a failure by the corporation to comply substantially with the provisions aforesaid as to organization and publicity.

Third. When he personally violates any of the provisions of this title in the transaction of any business of the corporation, as officer, director, or member thereof, or is guilty of any fraud, unfaithfulness, or dishonesty in the discharge of any official duty.

Fourth. To the amount of the stock held or owned by him in all cases.

SEC. 10. *Private property of stockholders, how levied on.*—The private property of no stockholder shall be levied on under the preceding section, unless such stockholder, as well as the corporation, is duly served with process in the action, and the issue involving his individual liability, as aforesaid, raised and determined ; and in no case whatever shall such property be levied on while sufficient corporate property can be found to satisfy the execution or any part thereof.

Gebhard v. Eastman, 7 Minn. 56 ; Wiley v. Board of Education, 11 Minn. 371.

SEC. 11. *Officer having execution shall proceed, how.*—The officer holding an execution, which may be levied on private property, as aforesaid, shall make demand of payment thereon of the president, secretary, or some officer of the corporation, acting, or who was one of the last acting officers thereof, and if he does not forthwith pay said execution or point out corporate property that may be levied on, the officer shall indorse the fact of such demand, refusal, or neglect upon said execution, and thereupon may levy the same upon the private property of the stockholder served and impleaded, as aforesaid. Such levy may be made to satisfy any balance due upon the execution after levy upon corporate property, or part payment out of corporate funds.

Gebhard v. Eastman, 7 Minn. 56.

SEC. 12. *Old corporations may organize under this title.*—Any corporation of the class specified in section one of this title, heretofore organized or attempted to be organized under former general laws, may conform their articles to the provisions of this title, and re-file the same with the secretary of state, as herein provided, and thereafter without any other act or ceremony shall become entitled to all the rights, benefits, and privileges conferred herein ; and all grants, transfers, and conveyances, by the state or any citizen or corporation to any such corporation heretofore made, are hereby confirmed unto such corporation, and shall, upon the filing of their articles under this title, be deemed to accrue and enure to the benefit of such corporation as thus organized without any other act or ceremony whatever.

SEC. 13. *Right of way obtained, how.*—Any corporation organized or re-organized under the provisions of this title, may obtain the right of way over and across any lands needed for the construction of any railroad or telegraph, and all necessary sites and grounds for depots, shops, and other buildings requisite for the proper carrying on of the business to be transacted, or may obtain the right to overflow by reason of any dam, lock, sluices, or other erection necessary for the con-

venient prosecution of their enterprise, all and any lands damaged thereby, and may obtain the right to the use of any land for a tow path, the erection of necessary buildings for the purpose of said business, and the right of way in and over the bed of any river, lake, or water course, and the banks thereof, together with the right to overflow, injure, or destroy any existing dams, mills, or other property, and to canal in and along the valley of any such river, stream, lake, or water course, and to purchase and erect all necessary buildings for the operation and prosecution of any manufacturing business upon the water power incidentally created by such improvement, by proceeding as in this title provided.

Vide S. L. 1869, 75, and by S. L. 1870, 26, *infra*, sec. 54.

SEC. 14 (AS AMENDED BY ACT OF MARCH 1, 1872). *Application to district court for commissioners to be appointed.*—Such corporation may present to the district court in and for the county in which any lands or real estate proposed to be taken shall be situate, a petition signed by the president and secretary of such corporation, setting forth a description of the enterprise to be prosecuted by them, and describing with reasonable certainty and accuracy by map, plat, or otherwise the lands, property, and estate which it will be necessary to appropriate, take, use, or overflow for the purposes of such enterprise in said county, setting forth the name of each and every owner, incumbrance, or other person interested in the same or any part thereof, so far as the same can be ascertained by the public records, and by view of the premises or other inquiry touching the occupation thereof, and praying the appointment of three competent disinterested persons as commissioners to ascertain and determine the compensation to be made to such owner or owners respectively, and to all tenants, incumbrancers, and others interested, for the taking or injuriously affecting such land or real estate.

S. L. 1872, 114; 22 Wis. 288.

SEC. 15 (AS AMENDED BY ACT OF MARCH 1, 1872). *Service of notice upon parties interested.*—A notice stating briefly the objects of the petition, and containing a description of the lands proposed to be taken, and stating the time and place when and where the same will be presented to the court, shall be served on each and every person named therein as owner, incumbrancer, tenant, or otherwise interested therein, at least ten days previous to the time designated in such notice for the presentation of such petition. Such service shall be made by delivering a copy of such notice to each of the persons so named therein if a resident of this state, or in case of the absence of such person, by leaving a copy of such notice at his or her usual place of abode with some person of suitable age and discretion then resident therein. In case of domestic corporations such service may be made upon the president, secretary, or any director or trustee of such corporation; in case of minors, on their guardian, or in case no guardian shall have been appointed, then on the person who has the care and custody of such minor; in case of idiots, lunatics, or distracted persons, on their guardians or committee, or in case no guardian or committee shall have been appointed, then on the person in whose care or charge they are found; in case of *feme covert*, on the husband as well as the *feme covert*. In all cases where the owner or person claiming an interest in such real property is a non-resident of this state, or where the residence of such owner or person is unknown, and an affidavit by the agent or attorney of the corporation shall be filed, showing that such owner or person is a non-resident of this state, or that after diligent inquiry his residence is unknown,

or cannot be ascertained by such deponent, service of such notice may be made by the publication thereof in any newspaper published in the county where such lands are situate once a week, for three successive weeks; and in case no newspaper shall be published in said county, then such publication may be had in a newspaper published at the seat of government of this state; and such publication shall be deemed service upon each of such non-resident person or persons whose residence is unknown. Due proof of the service of such notice by the affidavit of the person serving the same, or by the printer's affidavit of publication, shall be filed with the clerk of such district court before the presentation of such petition. Want of service of such notice shall render the subsequent proceedings void as to the person not served; but all persons having been served with notice as herein provided, either by publication or otherwise, shall be bound by the subsequent proceedings. In cases where the enterprise shall be located through or upon school or university lands, or any other lands belonging to this state, such notice shall be served upon the secretary of state or his assistant, and the commissioners shall award damages to the state, in like manner as to private persons or corporations.

S. L. 1872, 115. *Lohman v. St P. S. & T. F. R. Co.*, 18 Minn. 174.

SEC. 16 (AS AMENDED BY ACT OF MARCH 1, 1872). *Adjournment of proceedings.*—The court may, upon the application of the petitioner, or of any owner or party interested, for reasonable cause adjourn the proceedings from time to time, and may order new or further notice to be given to any party whose interest may be affected.

S. L. 1872, 116.

SEC. 17 (AS AMENDED BY ACT OF MARCH 1, 1872). *Action of court.*—At the time and place appointed for hearing said petition, if the court shall have satisfactory proof that all parties interested in the lands described in said petition have been duly served with the said notice as above prescribed, and shall be further satisfied by competent proof that the public interests require the prosecution of such enterprise, and that the lands or real estate proposed to be taken are required and necessary for the purposes of such enterprise, the court may make an order to be recorded in the minutes thereof, appointing three competent disinterested persons, resident in said county, commissioners to ascertain and determine the amount to be paid by such corporation to each of such owners or persons interested, as compensation for his or her damages by reason of taking or injuriously affecting any such land or real estate; and specify the time and place of the first meeting of said commissioners and fix[ing] their compensation. Before entering upon their duties such commissioners shall severally take and subscribe an oath before some person qualified to administer oaths, faithfully and impartially to discharge the duties of their appointment.

SEC. 18. *Repealed.*—(REPEALED BY ACT OF MARCH 1, 1872.)

S. L. 1872, 116.

SEC. 19 (AS AMENDED BY ACT OF MARCH 1, 1872). *Duties of commissioners.*—The commissioners shall meet at the time and place mentioned in the order appointing them, and proceed to examine the entire line of said canal, telegraph line, railroad, or other improvement, or so much thereof as is situate in said county and described in said petition, and all the lands, property, and real estate, which will be taken, damaged, overflowed, appropriated, or used, by or for the purposes of said enter-

prise, and which are described in said petition, and shall hear the allegations and testimony of all persons interested, and proceed to make in each case a separate assessment of damages which will result to any parties, corporation, or company, by reason of the construction of said canal, telegraph line, railroad, or improvement, and shall determine, appraise, and award to the owners of such land, property, easement, or any other right proposed to be taken or injuriously affected, the amount of damages arising to them respectively from the taking or injuriously affecting their said land, property, or estate for the purposes of such enterprise.

S. L. 1872, 116. *Carli v. Stillwater & St Paul R. Co.*, 16 Minn. 260.

SEC. 20 (AS AMENDED BY ACT OF MARCH 1, 1872). *Shall file petition, appointment, oath, report, and map.*—Within three months after completing their said examination, and the making of said appraisal and assessment of damages, the said commissioners shall file the said petition, a copy of their appointment and oath, together with a full report of their doings in the premises, accompanied by a map showing the route and location of the proposed canal, telegraph line, railroad, or improvement, in the office of the clerk of the court in the county where said application for the appointment of said commissioners was made, and shall notify the parties interested in said report that the same is made and filed; such notice shall be served upon the respective parties in the same manner as the notice provided for by section fifteen of this (said) chapter: *provided*, that if any such party shall have appeared by attorney, service may be made upon such attorney.

SEC. 21. *Payment of damages, how made.*—Upon the filing of said report, the petitioners, or any officers of, or other persons duly appointed by, said corporation, may make payment of the damages assessed to parties entitled to the same, in manner following:

First. To parties laboring under no disability.

Second. To guardians of infants, husbands, or trustees of *femes covert*.

Third. To guardians of insane persons, idiots, lunatics, and persons under other disability, and receipts for such payments filed in the office of the clerk aforesaid shall estop the parties giving them and their principals, when they act in a representative capacity, from all further claims or proceedings in the premises. Payments to parties residing in the state, but not in the county or counties through which said canal, line, road, or improvement runs, as well as to infants, insane persons, and other persons under disability, who have no guardians, and payments to parties residing out of the state, and to persons whose names are unknown, and to persons who refuse to receive the payments when tendered, shall be made by depositing the same with the clerk of said court to be paid out under the direction of the judge thereof, and such deposit shall have the same effect as the first-mentioned receipts, unless an appeal is taken by the party entitled thereto.

Carli v. Stillwater & St Paul R. Co., 16 Minn. 260; *Schermeely v. Stillwater & St P. R. Co.*, *ib.* 506.

SEC. 22. *Appeals from assessment, how taken.*—Appeals from the assessments made by the commissioners may be taken and prosecuted in the court where the report of said commissioners is filed, by any party interested, and a written notice of such appeal shall be served upon the appellee, in the same manner as a summons in a civil action is served: *provided*, that such notice shall be served at least twenty days before the hearing of said appeal: *and provided further*, that no

appeal under this title shall be taken after the expiration of thirty days from the time of the notification of the filing of the report aforesaid.

McNamara v. Minn. Central R. Co., 12 Minn. 388; Minn. Valley R. Co. v. Doran, 15 Minn. 230; St Paul & Sioux City R. Co. v. Matthews, 16 Minn. 341.

SEC. 23. *Construction of improvement may go on, when.*—The construction of such road, line, canal, or the prosecution of such improvement, shall not be hindered, delayed, or prevented by the prosecution of any appeal: *provided*, the corporation execute and file with the clerk of the court in which the appeal is pending, a bond to be approved by said clerk, with sufficient sureties, conditioned that the persons executing the same shall pay whatever amount may be required by the judgment of the court therein, and abide any rule or order of the court in relation to the matter in controversy.

Weir v. St P. S. & T. F. R. R. Co., 18 Minn. 155.

SEC. 24 (REPEALED BY ACT OF MARCH 1, 1872).

S. L. 1872, 117.

SEC. 25. *Appeals, how tried and determined.*—Appeals shall bring before the appellate court the propriety of the amount of damages in respect to the parties to the appeal, and unless the parties otherwise agree, the matter shall be submitted to a jury, and tried as other appeal cases are tried, and the court or jury, as the case may be, shall re-assess the damages aforesaid, making the verdict conform to the justice and facts of the case, but the rule for ascertaining and fixing such damages shall be based upon the same principles that the commissioners are required to adopt in originally appraising and determining such damages.

Carli v. Stillwater & St Paul R. Co., 16 Minn. 260; Winona & St Peter R. R. Co. v. Denman, 10 Minn. 267; Winona & St Peter R. R. Co. v. Waldron, 11 Minn. 515; Simmons v. St P. & Chicago R. R. Co., 18 Minn. 184.

SEC. 26. *Judgment, how entered—effect of—may be paid, how.*—Upon verdict or assessment, judgment shall be entered declaring that upon payment of the verdict or assessment and costs, if any, the right to construct said canal, line, railroad, or improvement, to overflow the lands, property, and real estate, and do the act in controversy in said appeal, and to take, use, and appropriate any property in controversy on said appeal for the purposes aforesaid, shall, as against the parties interested in such verdict or assessment, be and remain in said corporation, their successors and assigns for ever, and payments of such judgments may be made as payments of assessments by the commissioners are made, as hereinbefore provided.

SEC. 27. *Record evidence of title to land taken, how perfected.*—Any corporation organized under this title, may perfect record evidence of title to the property and estate taken for the purposes of any canal, line, railroad, or improvement authorized hereby, by causing the clerk of the court when the report of said commissioners is filed and confirmed, and the award of damages is paid, to make certified copies of such report, or any part thereof, so far as it affects or relates to any real estate or interest therein, situate in any county through which said improvement runs, and such certified copy, accompanied by a map showing the location of the land taken, when recorded in the office of the register of deeds of the county in which such real estate is situated, shall be effectual to fully pass title to such real estate or the interest therein taken by said commissioners to said corporation, and such record shall be notice to all parties of the title of said corporation therein, and such record may be read as evidence of such title in all the courts of this state,

except in cases where valid appeals are taken from the report of said commissioners, and in such cases the judgment of the court upon such appeal, after the damages are paid, may be recorded in the office of register of deeds of the county where the said real estate or interest therein, and affected by said judgment, is situated, and such record shall be notice and evidence of title in like manner and effect as the record of certified copies found in said report.

SEC. 28. *Telegraph corporations may obtain right to use public roads, how.*—Any telegraph corporation organized under this title, has power and right to use the public roads and highways in this state, on the line of their route, for the purpose of erecting posts or poles on or along the same, to sustain the wires or fixtures: *provided*, that the same shall be so located as in no way to interfere with the safety or convenience of ordinary travel on or over the said roads or highways.

SEC. 29. *Railroad corporation may obtain right of public roads, how.*—If it becomes necessary, in the location of any part of a railroad, to occupy any road, street, alley, or public way, or any part thereof, it shall be competent for the municipal or other corporation or public officer, or public authorities, owning or having charge thereof, and the railroad company, to agree upon the manner and upon the terms and conditions upon which the same may be used or occupied; or such company may appropriate so much of the same as may be necessary for the purposes of said road, in the same manner and upon the same terms as is herein provided for the appropriation of the property of individuals.

SEC. 30. *Corporation may enter on land to make preliminary surveys.*—For the purpose of making preliminary surveys and examinations over and upon any contemplated route, such corporation, its agents, servants, or employees, may enter upon land, doing no unnecessary damage.

SEC. 31. *May obtain right of way, etc., how.*—Any corporation organized under this title is authorized to obtain by purchase, gift, or contract, all the rights of way, tow paths, flowage, and property hereinbefore provided for, and hold all property, real and personal, necessary and convenient for the successful prosecution of the enterprise.

Vide S. L. 1869, 75, amd. by 1870, 26; infra, secs. 54 sequi.

SEC. 32 (ORIGINAL SECTION REPEALED BY ACT OF MARCH 3, 1869, AND THE FOLLOWING SUBSTITUTED). *May erect bridges and collect tolls—county not to be holden for keeping bridges in order.*—Any railroad company of this state may so construct its bridges as to answer the ordinary purposes of travel and business, as well as for railroad purposes; and any company that shall so construct its bridges is hereby authorized to demand and receive such rates of toll for the passing of individuals, vehicles of all kinds, or animals, as said company may demand, subject to the approval of the county commissioners of the county or counties in which such bridge is erected: *provided*, that such rates of toll shall be uniform, shall be printed or painted, and kept conspicuous by being posted in or near the toll-house of such bridge: *and provided further*, that such rates of toll may be revised and changed the first week of each year, and that said company may compound or bargain with any person or party for the use of such bridge or bridges by the month, quarter, or year: *provided also*, that no railroad company shall receive toll upon any such bridge if erected within one mile of any toll bridge previously constructed over the same stream or river by an incorporated bridge company: *provided further*, that the town or towns, county or counties in which such bridge or bridges

may be erected, shall not be liable to pay any of the cost of constructing or repairing such bridge or bridges, or the immediate approaches thereto.

S. L. 1869, 95.

SEC. 33. *Shall erect sign-boards, where.*—Every corporation organized under this title shall erect, at all points where their road crosses any public road, at a sufficient elevation from such public road to admit of a free passage of vehicles of every kind, a sign with large and distinct letters placed thereon, to give notice of the proximity of the railroad, and warn persons of the necessity of looking out for the cars; and any company neglecting or refusing to erect such sign, shall be liable in damages for all injuries occurring to persons or property from such neglect or refusal; and each railroad company shall fence its roads with a good substantial fence, under such rules as the county commissioners of the several counties through which the same may run, prescribe.

19 Wis. 489; 23 Wis. 437.

SEC. 34. *Shall cause trains to stop at passenger stations—penalty for neglect.*—Every railroad corporation organized under this title, shall cause all its trains of cars for passengers to stop upon each arrival at a station advertised by such corporation as a station for receiving passengers upon such trains, at least one minute; and also cause all its trains of cars to entirely stop not more than sixty rods and not less than ten rods before each arrival at the crossing of any other railroad; and every corporation, and every person in the employment of such corporation, that violates, or causes, or permits to be violated, the provisions of this section, is liable to a forfeiture of not more than one hundred dollars, nor less than twenty dollars, to be recovered in a civil action before any justice of the peace of the county in which such violation occurs, upon the complaint of any person, one-half to go to the complainant and the remainder to the use of common schools in the county; and such company is further liable in the full amount of damages done to property or person in consequence of any neglect on the part of its agents or employees to comply with the requirements of this section; and in all cases in which a forfeiture occurs under the provisions of this section, the company, whose agents cause or permit such violation, shall be liable for the amount of such forfeiture, and in all cases the conductor upon such train shall be held *prima facie* to have caused the violation which may occur upon the train in his charge.

SEC. 35 (ORIGINAL SECTION REPEALED BY ACT OF MARCH 3, 1869, AND THE FOLLOWING SUBSTITUTED). *Rates of tariff for freight and passengers.*—Any railroad company or corporation organized under this title may charge and receive for the transportation of passengers and freight on their road such reasonable rate as may be from time to time fixed by said corporation, or prescribed by law.

S. L. 1869, 95. *Vide* in connection with this section Act of March 6, 1871 (S. L. 1871, 61); *infra*, sections 54 *sequi*. *De Laurum v. St P. & P. R. R.*, 15 Minn. 49.

SEC. 36. *Consolidation of corporations.*—Whenever the lines of railroad of any railroad corporation, whether organized under this title or by virtue of a special charter, or any portion of such lines, have been or may be constructed so as to admit the passage of freight or passenger cars over any two or more of such roads continuously without break or interruption, such corporations may consolidate themselves into a single corporation in the manner following:

First. Any two or more railroad corporations may, by their directors, enter into an agreement, under the corporate seal of each, for the consolidation of the said

corporations, prescribing the terms and conditions thereof; the mode of carrying the same into effect; the name of the new corporation; the names and places of residence and number of the directors thereof; the time and place of holding the first election of directors; the number of shares of capital stock in the new corporation; the amount of each share, which shall not be less than one hundred dollars; the manner of converting the shares of capital stock in each of said two or more corporations into shares in such new corporation; the manner of compensating stockholders in each of the old corporations, who refuse to convert their stock into the stock of the new corporation; with such other details as they deem necessary to perfect the consolidation of said corporation; and such new corporation shall possess all the powers, rights, and franchises conferred upon said corporations, and be subject to all the restrictions and perform all the duties imposed by the provisions of this title: *provided*, that all stockholders in either of such corporations who refuse to convert their stock into the stock of such new corporation shall be paid at least par value for each of the shares so held by them, if they so require, previous to the consummation of said consolidation.

Second. Such agreement of the directors shall not be deemed to be the agreement of the said old corporations until after it has been submitted to the stockholders of each of said corporations separately, at a meeting thereof to be called upon a notice of at least thirty days; specifying the time and place of such meeting, and the object thereof to be addressed to each of such stockholders, when their place of residence is known, and deposited in the post office, and published for at least three successive weeks in one newspaper, in at least one of the cities or towns in which each of said corporations has its principal office of business; and is sanctioned by such stockholders, by the vote of at least two-thirds in amount of the stockholders present at such meeting, voting by ballot, either in person or by proxy, each share of capital stock being entitled to one vote; and when such agreement of the directors is so sanctioned by each of the meetings of the stockholders separately, it shall be deemed to be the agreement of the said old corporations.

SEC. 37. *Effect of consolidation.*—Upon making the agreement mentioned in the preceding section, in the manner required therein, and filing a duplicate or counterpart thereof in the office of the secretary of state, the said old corporations shall be merged in the new corporation provided for in such agreement to be known by the corporate name therein mentioned; and the details of such agreement shall be carried into effect as provided therein.

SEC. 38. *New corporation to succeed to rights of old, when.*—Upon the election of the first board of directors of the corporation created by said agreement, the rights and franchises of each of said old corporations, their rights and interests in and to every species of property, real, personal, and mixed, and things in action, shall be deemed to be transferred to and vested in such new corporation, without any other deed or transfer; and such new corporation shall hold and enjoy the same, together with the right of way and all other rights of property in the same manner, and to the same extent, as if the said old corporations had continued to retain the title, and transact the business of such corporation; and the titles and real estate acquired by either of said old corporations, shall not be deemed to revert or be impaired by means of anything in this title contained: *provided*, that all rights of creditors, and all liens upon the property of either of said old corporations, shall be preserved unimpaired, and all the debts, liabilities, and duties of either

company, shall thenceforth attach to such new corporation, and be enforced against the same to the same extent, and in the same manner, as if such debts, liabilities, and duties had been originally incurred by it.

SEC. 39. *One railroad corporation may aid another to construct its road.*—Any railroad corporation heretofore or hereafter incorporated, whether under the provisions of this title or by special charter, may at any time, and by means of subscription to the capital stock of any other corporation, or otherwise, aid such corporation in the construction of its railroad, for the purpose of forming a connection of said last-mentioned road with the road owned by the corporation furnishing said aid; or any railroad corporation may lease or purchase any part or all of any railroad constructed by any other corporation whose lines of road are continuous or connected with its own, upon such terms and conditions as may be agreed on; or any two or more railroad corporations, whose lines are so connected, may enter into any arrangement for their common benefit, consistent with and calculated to promote the objects for which they were created: *provided*, that no such aid shall be furnished, nor any purchase, lease, or arrangement perfected, until a meeting of the stockholders of each of said corporations has been called by the directors thereof, at such time and place, and in such manner as they shall designate, and the stockholders of at least two-thirds of the stock of such corporation represented at such meeting, in person or by proxy, and voting thereat, assent thereto.

SEC. 40. *May borrow money, execute bonds, notes, etc.*—Such corporation has the power to borrow money on credit of the corporation, and may execute bonds or promissory notes therefor, and to secure the payment thereof, may pledge the property and income of said company: *provided*, that the amount of the indebtedness or liability of such company shall not at any one time exceed two-thirds of the amount of its capital stock, nor the amount to be specified in the certificate hereinbefore provided for.

SEC. 41. *Corporators, their powers and duties.*—The corporators named in the articles hereinbefore provided for, are authorized, at their first annual meeting, or at such other time as they deem best before such annual meeting to be designated by them, to open books for subscription to the capital stock of said corporation under such regulations as they shall prescribe, and when, after the opening of books for the subscription of stock, sufficient stock is subscribed to justify the incorporators or directors to commence such canal, line, railroad, or improvement, and the first instalments upon such stock are paid in, said corporation may commence work thereon, and they shall thereby become invested with all the rights, privileges, and franchises conferred by this title.

SEC. 42. *Capital stock, how increased.*—Whenever any corporation created and incorporated under the provisions of this title, or adopting its provisions as hereinbefore provided, shall, in the opinion of the directors thereof, require an increased amount of capital stock, or other modification of their articles of association, not inconsistent with the provisions of this title, they shall, if authorized by the holders of a majority of the stock, file in the office of the secretary of state, new articles, setting forth the modifications of their said articles of association proposed, and the amount of such desired increase of stock, if any, which said new articles shall be duly recorded and a reference made to the same on the margin of the record of the original certificate or articles, and thereafter such corporation shall be entitled to have such increased capital as is fixed by said new articles,

or such other modification of the original articles of association as shall be therein specified.

SEC. 43. *Railroad company shall make report.*—Every railroad company incorporated under this title, shall annually, in the month of January, make a full report of the condition of its affairs, to the auditor of state, showing the amount of the capital stock in such company, the gross amount of tolls or receipts during the previous year, the costs of repairs and incidental expenses, the net amount of profits and the dividends made, with such other facts as may be necessary to a full statement of the affairs and condition of such road; and the auditor of state shall annually present an abstract copy of such report to the legislature.

Vide S. L. 1871, 56, and 1872, 81.

SEC. 44. *Diversion of corporate property—penalty.*—The diversion of the corporate property to other objects than those specified in the articles and notices published as aforesaid (if any person is injured thereby), the declaring of dividends when the profits are insufficient to pay the same, the payment of dividends when the funds remaining will not meet the liabilities of the corporation, any willful failure to comply with the articles of incorporation, or any intentional deception of the public or individuals in relation to their means or liabilities, are criminal offenses, and persons guilty of any of them may be indicted, and on conviction shall be punished by a fine of not more than five thousand dollars, or by imprisonment in the state prison not more than three years, or both such fine and imprisonment, in the discretion of the court.

TITLE II.*

FURTHER PROVISIONS RELATIVE TO THE SAME.

ARTICLE I.

OF RAILROAD COMPANIES.

SEC. 45 (ACT OF MARCH 6, 1867). *Conveyance, etc., of railroad company running through more than one county, how and where recorded.*—Whenever any deed of trust, mortgage, or incumbrance shall be made by any railroad company, or upon their road, lands, or property situated in more than one county, it shall be lawful to have the same recorded in the office of the secretary of state, in a book provided for that purpose; and all records heretofore or hereafter so made shall have the same effect as if recorded in the proper county where such lands or property may be situated or such road located or constructed.

S. L. 1867, 99. Sec. 2 of this act repeals Act of February 27, 1867 (S. L. 1867, 97). 11 Wis. 214; 12 Wis. 649; 21 Wis. 44.

SEC. 46 (SEC. 1 OF ACT OF MARCH 5, 1868). *Authorized to mortgage or execute deeds of trust to secure money, etc.*—The several railroad companies of this state shall have the power, and are hereby authorized, to mortgage or execute deeds of trust, of the whole or any part of their property and franchises, to secure money borrowed by them for the construction and equipment of their roads, and may

* The provisions of this title have been enacted since the Statutes of 1866. Of general powers of railroad coms. *vide* 11 Wis. 306, 334; 14 Wis. 575; 17 Wis. 530.

issue their corporate bonds in sums of not less than five hundred dollars, secured by said mortgages or deeds of trust, payable to bearer or otherwise, and if payable to bearer, negotiable by delivery, bearing interest at the rate not to exceed ten per cent. per annum; and convertible into stock or not, as may be deemed expedient, and may sell them at such rates or prices as they deem proper: and if said bonds shall be sold below their nominal or par value, they shall be valid and binding on the company, and no plea of usury shall be put in or allowed by said companies in any suit or proceeding upon the same.

SUB-DIV. 2 (2 *ib.*) *Such mortgages, etc., may cover, what.*—Said mortgages or deeds of trust may, by their terms, include and cover, not only the property of the companies making them at the time of their date, but property both real and personal, which may thereafter be acquired by them, and shall be as valid and effectual for that purpose, as if the property were in possession at the time of the execution thereof.

SUB-DIV. 3 (3 *ib.*) *Shall be recorded, where.*—Said mortgages or deeds of trust shall be recorded in the office of the register of deeds of each county through which the road mortgaged or deeded may run, or wherever it may hold lands, and shall be notice to all the world of the rights of all parties under the same; and for this purpose, and to secure the right of mortgagees or parties interested under deeds of trust so executed and recorded, the rolling stock and personal property of the company, properly belonging to the road and appertaining thereto, shall be deemed a part of the road, and said mortgages and deeds, so recorded, shall have the same effect both as to notice and otherwise, as to the personal, as to the real estate covered by them.

S. L. 1868, 95.

SEC. 47 (1 OF ACT OF MARCH 5, 1870). *Must fence portions of their road, for what purpose.*—It shall be the duty of each and every railroad corporation within this state to cause the line of its railroad, or any branch or continuation thereof, now constructed or operated, or that shall hereafter be constructed and operated along or upon the line of any public road, highway, or parallel with such highway, and within one hundred feet distant from the line of such highway, to protect the same by erecting and maintaining a suitable and substantial post and board or stone fence, of at least five feet in height, along or near the line of its road, and so as to separate such portions of its railroad from such highway, and so as to prevent the passage of teams or animals over the track of such railroad at places other than regular and properly constructed crossings.

S. L. 1870, 24.

SEC. 48 (2 *ib.*) *Duty of supervisors—penalty in case of neglect of company.*—If in the opinion of the supervisors of any town through or into which any line of railroad is (or may hereafter) be constructed and operated upon, along, or so near to any public road or highway as to render travel upon such road dangerous by reason of the passage of cars or engines upon such railroad, it shall be the duty of such supervisors to cause a notice thereof to be served upon such railroad company, by delivering the same to the president, secretary, or superintendent of such company, therein designating the portions of such highway so regarded as dangerous, and requiring such corporation to cause the same to be protected by a suitable fence, as provided in the first section of this act. The company or corporation so

operating such railroad, and notified, as aforesaid, shall cause such fence to be erected within sixty days from the time of the service of such notice, and in case of neglect or omission so to do, such company or corporation so in default, shall be liable to a penalty of ten dollars for each and every day it shall so remain in default, to be recovered at the suit of the town supervisors before any justice of the peace of the town named in such notice: *provided, however*, that no such notice shall be given between the first day of December and the first day of April, nor shall any such fence be required to be constructed during the months of December, January, February, and March of any year.

Vide Locke v. St P. & P. R. R. Co., 15 Minn. 350.

SEC. 49 (1 OF ACT OF FEB. 27, 1872). *Cattle guards at wagon crossings.*—All railroad companies in this state shall, within six months from and after the passage of this act, build or cause to be built good and sufficient cattle guards, at all wagon crossings, and good and substantial fences on each side of such road.

S. L. 1872, 79.

SEC. 50 (2 *ib.*) *Liability for negligence.*—All railroad companies shall be liable for domestic animals killed or injured by the negligence of such companies, and the failure to build and maintain cattle guards and fences as above provided shall be deemed an act of negligence on the part of such companies.

SEC. 51 (3 *ib.*) *Damages recovered.*—If any railroad company shall neglect or refuse to pay the actual damages occasioned by such killing of or injury to domestic animal, for the space of thirty days after such damage occurs, and the same shall be recovered by action, then in case such action shall be pending in the district court, double the costs allowed by law, together with disbursements, shall be recovered in such action against such company; and in case such action be maintained before a justice of the peace, the sum of ten dollars costs shall be recovered against said company; *provided*, that the said company, within the time above mentioned or before the commencement of an action, may tender to the person or persons injured such an amount as they are willing to pay, and if such amount is refused, and the person or persons so injured fail to recover a greater amount than the sum so tendered, he cannot recover costs and disbursements.

SEC. 52 (4 *ib.*) *Treble damages, when.*—Any company or corporation owning and operating a line of railroad within this state, and which company or corporation has failed and neglected to fence said road, and to erect crossings and maintain cattle guards as required by the terms of its charter and the amendments thereof, shall hereafter be liable in case of litigation for treble the amount of damages suffered by any person in consequence of such neglect, to be recovered in a civil action or actual damages if paid within ten days after notice of such damages.

Vide 9 Wis. 202; 19 Wis. 145, 137; 20 Wis. 254; 21 Wis. 370; 23 Wis. 186; 27 Wis. 37.

SEC. 53 (ACT OF MARCH 5, 1870). *Cannot collect elevator charges on grain shipped from private warehouses.*—It shall not be lawful for any railroad company, or any agent or employee of any railroad company, to charge or collect from any person or persons elevator charges or any charges whatever for handling wheat, or for the use of any elevator in any case where grain is shipped on such road without being placed in or passed through such elevator, nor shall any company or any agent or employee thereof make any distinction whatever in charges against any

person or persons shipping grain from private warehouses or handling grain otherwise than in or through elevators belonging to any railroad company.

S. L. 1870, 28.

SEC. 54 (1 OF ACT OF MARCH 6, 1871). *Legal rates to be charged for the transportation of freight.*—It shall be lawful for any railroad company or corporation doing business in this state, from and after the date when this act shall take effect as hereinafter provided, to demand and receive from any person, corporation, company, or association desiring the transportation of freight by any such railroad company or corporation over its line or lines of railroad, payment for such transportation at and after the rates following, viz. :

First. On all kinds of grain, potatoes, flour, meal, beef, pork, and meats of all kinds, at the rate of six cents per ton per mile, for the first twenty miles or less, that the same may be transported over such line or lines of railroad, and at the rate of five cents per ton per mile for any distance exceeding twenty and not more than fifty miles, and at the rate of four cents per ton per mile for any distance exceeding fifty and not more than one hundred miles, and at the rate of three and one-half cents per mile for any distance exceeding one hundred miles that the same may be transported: *provided*, that if the amount of freight desired to be transported at one time shall be less than one car load, such company or corporation may demand and receive an increased compensation therefor at the rate of twenty per cent. above the prices hereinbefore established.

Second. Upon sawed timber, lumber, laths, shingles, coal, and salt, at and after the rates following, viz. : At the rate of ten dollars per car load for any distance not exceeding twenty miles, and in addition thereto the following rates, to wit: at the rate of eighteen cents per car load per mile for any distance beyond twenty miles and not exceeding fifty miles; and at the rate of thirteen cents per car load per mile for any distance beyond fifty miles and not exceeding one hundred miles, and at the rate of eleven cents per car load per mile for any distance beyond one hundred miles: *provided*, that if the amount of material herein mentioned, desired to be transported at any one time is less than one car load, then such railroad company or corporation may demand and receive compensation in addition to the price above specified, not exceeding twenty per cent. above the prices so specified. For the purposes of this section and the section preceding a car load shall be taken to be twenty thousand pounds weight.

Third. Upon dry goods and other articles of merchandize, usually carried by railroads at rates denominated first class, at rates twenty-five per cent. in advance of those specified in the first subdivision of this section.

Fourth. Upon sugar in barrels and other articles of merchandize, usually carried by railroads at rates denominated fourth class, at the same rates specified in the first subdivision of this section.

Fifth. Upon wood at the rate of nine dollars per car load for any distance not exceeding thirty-five miles, and at the rate of eighteen cents per car load per mile for any distance beyond thirty-five miles and not exceeding sixty miles, and at the rate of thirteen cents per car load per mile for any distance beyond sixty miles, provided a car load shall not be less than six cords.

S. L. 1871, 63.

SEC. 55 (2 *ib.*) *Rate of passenger tariff.*—It shall be lawful for any railroad company or corporation in this state, from and after the date when this act shall

take effect as herein provided, to demand and receive payment for carrying passengers on any railroad in this state at and after the rate of five cents per mile for each person for the distance such person shall be actually transported by such railroad.

SEC. 56 (3 *ib.*) *No charge for transferring freight—when to charge for storage.*—No railroad company or corporation shall charge any compensation for handling, transferring, or storing any freights transported or to be transported over the line of its railroad, except that upon all freights stored for a longer period than two days after notice given to the consignee to remove the same, such company or corporation may demand and receive for storage exceeding that time such compensation as the same may reasonably be worth. But railroad companies and corporations that shall provide cars at convenient places for loading such freights may require the consignors to load on the cars timber, lumber, lath, shingles, and wood, which shall be delivered for transportation.

SEC. 57 (4 *ib.*, AS AMENDED BY ACT OF MARCH 1, 1872). *Must receive freight when brought for transportation.*—It shall be the duty of all railroad companies and corporations in this state to receive all freight of the kinds mentioned in this act, at any depot or station of such company or corporation, whenever brought to such depot for transportation, and to provide suitable places for the storage and reception of such freight at all of its depots and stations: *provided, nevertheless*, that it shall be the duty of said railroad companies and corporations to allow cordwood to be banked on the line of their said roads at convenient points at or above grade other than at depots and stations, and all railroad companies and corporations shall furnish equal facilities for transporting and shall transport freights of every description in this state to and from warehouses or elevators other than those owned by any such company or corporation at the same rates as from warehouses or elevators owned by such company or corporation, and shall make no discrimination in favor nor against any warehouse nor elevator.

S. L. 1872, 77.

SEC. 58 (5 OF ACT OF MARCH 6, 1871). *Passenger fare to be paid in advance—freight, on delivery.*—Payment for transportation of passengers may be demanded in advance, and payment for freight may be demanded at the place of delivery of such freight after transportation and before delivery.

SEC. 59 (6 *ib.*) *When freight passes over the line of one or more roads, how to proceed.*—In all cases where freights are offered for transportation over any line of railroads in this state, to be carried to and delivered at any point not on the line of said railroad, but upon the line of any other railroad with which there is a connection by railroad, the said railroad company or corporation where such freight shall be offered for transportation, shall receive and transport the same over its line of railroad to its point of junction with some other connecting line of railroad in the direction to which said freight is desired to be transported by the party offering the same, and any railroad company or corporation with whose line of railroad such junction is made, shall receive such freights and transport the same to the point of delivery, if on its line of railroad, or if not on its line of railroad, then to such point on its line of railroad as the owner or consignee of such freight may direct. And in all cases where freight shall be so offered for transportation, and in order to reach the point to which the owner or consignee may direct the same to be transported for delivery, it shall be necessary to transport the same over two or more lines of railroad, the provisions of this act shall apply to each railroad or corporation

over whose line of railroad such freight may be transported to its place of delivery, and shall be transported by each and all of such railroads at and after the rates hereinbefore specified: *provided*, that in ascertaining the amount of charges to be paid for such transportation, the distance such freight may have been transported over all such railroads shall be charged for only at the rates the same would have been charged for under the provisions of this act had the same been transported the whole of such distance over one only of such lines of railway: *provided further*, that unless the railroad companies or corporations over whose lines of railroad any freight shall be so transported shall agree upon some other manner of dividing the amount of charges collected for such transportation, the same shall be divided between them in manner following: The whole amount of such charges shall be divided by the whole number of miles such freight shall have been transported by such companies or corporations, and each of such companies or corporations shall be entitled to its proportion of such charges according to the number of miles such freight shall have been transported over each of such lines of railroad.

SEC. 60 (7 *ib.*) *To carry freight within a reasonable time.*—All railroad companies or corporations doing business in this state shall transport all freights offered for transportation within a reasonable time, and in the order of the reception of the same for carriage. And if any railroad company or corporation shall transport freights of any description for any person or persons, corporation, company, or association, at rates less than are provided in this act, then such company or corporation shall thereafter transport freights of the same description over its line of railroad for all other persons at the same reduced rates during the time such discrimination is in force.

SEC. 61 (8 *ib.*) *Declared public highways—penalty for non-compliance.*—All lines of railroad in this state are hereby declared to be public highways, and all persons shall have and enjoy the right of passage over the same in the passenger cars running and to be run thereon, and the right to have freight of all kinds transported upon and over any and all of such railroads in the cars running and to be run thereon at rates of charges not exceeding those specified in this act. And each and all railroad companies doing business in this state are hereby required to transport all passengers and freights in the manner and at rates not exceeding those specified in this act; and if any railroad company or corporation shall fail so to do, or shall violate any of the provisions of this act, such company or corporation shall pay to the party aggrieved by such failure the sum of one thousand dollars as settled and liquidated damages, to be recovered by the party injured, in a civil action, and the cost and disbursements of such action.

SEC. 62 (9 *ib.*) *Maximum rates—misuse of power, duty of attorney general.*—The rates established by this act for the transportation of freight and passengers are hereby declared to be the maximum of reasonable rates. If any railroad company or corporation shall demand or receive higher rates for such transportation than are established by this act, it shall be deemed to have misused its powers and violated the terms on which its charter and franchises were granted, and it is hereby made the duty of the attorney general of this state, upon receiving satisfactory evidence of such misuse, to cause proceedings to be instituted and prosecuted against such railroad company or corporation in the proper court for the forfeiture of the charter and franchises of such railroad company or corporation, or for the collection of a fine not exceeding one thousand dollars for each violation of the

provisions of this act, at the discretion of the court before which the case shall be tried.

Act took effect May 1, 1871. Constitutionality of it declared in *Blake v. Winona & St Peter R. R. Co.*, unreported.

For liability of railroads as common carriers *vide Johnson v. W. & St P. R. R. Co.*, 11 Minn. 296; *Lawrence v. Same*, 15 Minn. 390; *Derosia v. Same*, 18 Minn. 155; *Du Laurens v. St P. & P. R. R. Co.*, 15 Minn. 49. *Vide also* 10 Wis. 4; 17 Wis. 477; 18 Wis. 345; 20 Wis. 594; 23 Wis. 387. Restriction of liability, 20 Wis. 122; 22 Wis. 511. Liability as warehouseman, *vide ib.*, also 18 Wis. 471.

SEC. 63 (ACT OF MARCH 1, 1872). *Transfer of passengers and baggage at crossings.*—When railroads within this state intersect or cross each other and either road has a regular or permanent station, and passenger trains are due at the same hour, the train first arriving shall wait for the arrival of the other, if it comes within five minutes; and each of such roads shall afford suitable opportunities for passengers desiring it to change with their baggage from one train to the other; and the superintendent, conductor, and engineer of the railroad violating the provisions of this act, who shall knowingly or willingly cause or permit the train to pass intersection or a crossing with another railroad, without affording the opportunity for change of passengers with their baggage as aforesaid, shall, upon conviction thereof, be deemed guilty of a misdemeanor, and shall be subject to a fine of not less than five hundred dollars for each and every offense.

S. L. 1872, 78.

SEC. 64 (SEC. 1 OF ACT OF MARCH 8, 1873). *Contractors to give bond for payment of debts due to laborers and mechanics.*—Whenever any railroad company shall contract with any person for the construction or repairing of its road, or any part thereof, such railroad company shall take from the person with whom such contract is made, a good and sufficient bond with sureties, conditioned, that such person shall pay all laborers, mechanics, all just debts due to such persons, or to any person to whom any part of such work is given, incurred in carrying on such work, which bond, or a certified copy thereof, shall be filed by said railroad company, in the office of the register of deeds in each county where the work of such contractor shall be. All persons to whom such contractor shall be indebted for work as aforesaid, and every railroad company who shall have paid any debt, claim, or demand as hereinafter provided, shall have an action on said bond, to the full amount of debts awarded against such contractors. And if any such railroad company shall fail to take and file such bonds, or if any contractor or sub-contractor shall be indebted for work or services as aforesaid, said railroad company shall be liable to the persons mentioned aforesaid, to the full extent of all such debts so contracted by said contractor, or pursuant to the terms of said contract: *provided*, such laborers, or mechanics [or other persons], shall give the notice and take the action prescribed in the subsequent sections of this act.

S. L. 1873, 147.

SEC. 65 (2 *ib.*) *Liability of railroad company.*—Whenever any person being contractor, or sub-contractor, employed by, or in pursuance of the terms of any contract with any railroad company for the construction or repairing of any portion of any railroad, shall be indebted to any laborer or mechanic for services rendered, such railroad company shall be liable to pay such laborer or mechanic the amount of such debt: *provided*, such laborer or mechanic shall have given notice to such railroad company within thirty days after such debt shall have accrued, that he has

such debt: *provided*, such debt shall have accrued within sixty days prior to the giving of such notice. Such notice shall be in writing, and shall specify the particular nature and amount of such debt, claim, or demand, and shall be delivered to the secretary or chief engineer of such company, or to the engineer in charge of the construction or repairing of that portion of the road upon which such labor was performed, either personally, or by leaving the same at the office, or usual place of business of such secretary or engineer.

SEC. 66 (3 *ib.*) *Limitation of actions.*—No action shall be maintained against any railroad company under the provisions of this act, unless the same is commenced within sixty days after the service of notice aforesaid.

Sec. 4 repeals Act of March 1, 1872 (S. L. 1872, 82).

SEC. 67 (ACT OF MARCH 10, 1873). *Railroad companies organized under Iowa laws granted same powers in this state.*—Any railroad company heretofore organized under the laws of the state of Iowa is hereby authorized to extend and build its road into the state of Minnesota, and such railroad company shall have and possess all the powers, franchises, and privileges, and be subject to the same liabilities of railroad companies organized and incorporated under the general laws of this state: *provided*, such non-resident company shall first file a true copy of its articles of incorporation with the secretary of this state, and shall comply with the laws of Minnesota as to filing and recording its articles of incorporation, and shall keep an office in this state in the same county in which its railroad is, or is proposed to be built, and shall be liable to civil process to be sued and to sue as provided by law.

S. L. 1873, 145.

SEC. 68 (ACT OF MARCH 6, 1873). *General railway offices.*—From and after the passage of this act it shall not be lawful for any railway company heretofore chartered under the laws of this state, either to keep or to remove its general offices beyond the limits of this state, without first establishing a branch office or offices where the general business of said companies can and may be transacted; but said companies, whether operated as originally chartered or consolidated with others, shall maintain their general offices, or branch office or offices, where the general business of said companies is transacted, within the boundaries of the state of Minnesota.

S. L. 1873, 146.

TITLE III.*

OF PLANK ROADS AND TURNPIKES.

(This Title is Title VII. of Chapter XXXIV. of the Statutes of 1866.)

SEC. 69 (126). *Sections of title one applying to plank road and turnpike companies.*—The provisions of sections one, two, three, and four, sections six to twenty-seven inclusive, and sections thirty and thirty-two of title one, shall apply to and be observed by corporations and companies organizing under this title.

SEC. 70. *Roads where constructed—payment first to be made.*—No plank road

* Vide sec. 250, *infra*.

or turnpike company shall lay out or construct their road through any orchard or garden, without the consent of the owner thereof, nor through any buildings or any fixtures or erections used or intended for the purpose of trade or manufactures, or any yards or inclosures necessary to the use and enjoyment thereof, without permission from the owners; and when the said route is determined by the said company, it shall be lawful for them, their officers, agents, engineers, contractors, and servants, to enter upon, take possession of, and use such lands to the width of four rods, upon their first making payment, at the time and in the manner hereinafter specified, of such compensation as the company may have agreed to pay therefor, or as shall be ascertained in the manner hereinafter directed: *provided*, that the said corporation shall, not in their corporate capacity, hold, purchase or deal in any lands other than the lands on which the said road shall run, or which may be actually necessary for the construction or maintenance thereof, and of the gates, toll houses, and other fixtures connected therewith.

SEC. 71. *Company may take necessary lands by purchase or gift.*—Any plank road or turnpike company legally organized under the provisions of this title may procure, by purchase, or gift, from the owners thereof, any lands necessary for the construction of this road, or for the erection of gates, toll houses, and other fixtures; and may also procure, by agreement with the supervisors of the township and the county commissioners of the county through or in which such road is to be located, the right to take and use any part of any public highway in such county, for the construction of such proposed road, and agree with such commissioners and supervisors upon the amount of compensation and damages to be paid by such company for such highway; every such agreement shall be in writing, and shall be filed in the office of the register of deeds of the county; and such compensation and damages, when paid, shall be expended by the proper officers in improving the highways of the town through or in which such road is located.

SEC. 72 (129). *Survey shall be made, acknowledged, and recorded.*—When any such company has procured all the lands necessary to be used for the construction of its road in any county, and the right to take and use such parts of the public highway in such county, as shall be necessary for that purpose, it shall cause an accurate survey of such road to be signed by its president and secretary, and acknowledged by them, as conveyances of real estate are required to be acknowledged, and recorded in the office of the register of deeds of such county; and whenever such company has so procured the land, and the right to take and use the parts of public highways necessary to construct its road in any such county, and has caused such survey thereof to be made and recorded, said company may construct so much of its road as shall be intended to be constructed in any such county; and so much of any such road as shall be situated in any county may be embraced in one survey, and recorded, as aforesaid.

SEC. 73 (130). *Compensation and damages for land taken, how ascertained.*—Whenever it is necessary for such company to enter upon and occupy, for the purpose of making said road, any lands the owners of which refuse to permit such entry or occupation, and such company cannot agree with such owners upon the compensation and damages to be paid for the use of such land, it shall be lawful for the parties to appoint three disinterested persons, residents of the county, to estimate and appraise such compensation and damages; every such appraisement shall be reduced to writing, and signed by the appraisers, or a majority of them, and a

duplicate copy thereof shall be furnished to each of the parties; the expense of said appraisement shall be paid by said company.

SEC. 74 (131). *Plank road, width and construction.*—Every plank road made by virtue of this title shall be laid out at least four rods wide, and shall be so constructed as to make, secure, and maintain a smooth and permanent road, the track of which shall be made of timber, plank, or other hard material; so that the same shall form a hard and even surface, and be so constructed as to permit carriages and other vehicles conveniently and easily to pass each other, and also so as to permit all carriages to pass on and off, where such road is intersected by other roads.

SEC. 75 (132). *Turnpike, width and construction.*—Every turnpike road constructed by virtue of this title shall be laid out at least four rods wide, and shall be bedded with stone, gravel, or such other material as may be found on the line thereof, and faced with broken stone or gravel, so as to form a hard and even surface, with good and sufficient ditches on each side whenever the same are practicable; the arch or bed of such road shall be at least eighteen feet wide, and shall be so constructed as to permit carriages and other vehicles conveniently to pass each other, and to pass on and off such turnpike where it may be intersected by other roads.

SEC. 76. (133). *Toll gates, rate of toll.*—Whenever any plank road company complete their road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding two cents per mile for any vehicle drawn by two animals; and for any vehicle drawn by more than two animals, one cent per mile for every additional animal; for every vehicle drawn by one animal, one cent per mile; for every score of sheep or swine, and for every score of neat cattle, one cent per mile, and in the same proportion for any greater or less number of cattle, sheep, or swine; for every horse and rider, or led horse, three-fourths of a cent per mile.

3 Wis. 257.

SEC. 77 (134). *Toll gates—rate of toll.*—Whenever any turnpike road company completes their road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding the following rates:—For every vehicle drawn by one animal, three-quarters of a cent per mile; for every vehicle drawn by two animals, one and a half cents per mile; for every vehicle drawn by more than two animals, one-quarter cent additional a mile, for every animal more than two; for every score of neat cattle, one cent a mile; for every score of sheep or swine, one-half cent a mile, and in the same proportion for any greater or less number of neat cattle, sheep, or swine; for every horse and rider, or horse, one-half cent a mile.

SEC. 78 (135). *Persons exempt from paying toll.*—No tolls shall be collected at any gate of any company incorporated under this title from any person passing to or from public worship, or a funeral, or from any person going for a physician, or returning from such errand, or from any person going to or returning from any court, when legally summoned as a juror or witness, or from any person going to a town meeting or election, at which he is entitled to vote, for the purpose of giving such vote, and returning therefrom; or from farmers going to and from their work

on their farms ; and no more than half the rate of toll provided for in this title shall be taken from persons living within one mile of the gate at which the toll is taken.

SEC. 79 (136). *Location of toll gate may be changed.*—The commissioners of any county in which a toll gate may be located, on any such road, whenever they or a majority of them, are of opinion that the location of such gate is unjust to the public interests, by reason of the proximity of diverging roads, or for other reasons, may, by giving at least fifteen days written notice to the president or secretary of said company, apply to the district judge of the county in which such gate is located, for an order to alter or change the location of such gate, the said judge on such application being made, and on hearing the respective parties, and on viewing the premises, if he deems such view necessary, shall make such order in the matter as to him may seem just and proper ; and either party may, within fifteen days thereafter, appeal from such order to the district court of the county, on giving such security as the district judge shall require ; such order, unless appealed from, shall be observed by the respective parties, and may be enforced by attachment or otherwise, as the said court shall direct ; and if appealed from, the decision of the district court shall be final in the matter, and the said district court may direct the payment of costs in the premises, as shall be deemed just and equitable.

SEC. 80 (137). *Limit of debts—penalty for exceeding limit.*—The debts and liabilities of any company formed under this title, shall not exceed in amount at any one time fifty per cent. of the amount of its capital actually paid in ; and if such debts and liabilities shall at any time exceed such amount, the stockholders who were such at the time any excess of debts or liabilities was created or incurred, shall be jointly and severally, individually liable for such excess, in addition to their other individual liability, as provided in this title.

SEC. 81 (138). *Directors to make annual report.*—The directors of every company formed under the provisions of this title shall report annually to the secretary of state, under the oath of two such directors, the cost of constructing their road ; the amount of all moneys expended ; the amount of their capital ; how much of the same is paid in ; and how much is actually expended ; the whole amount of tolls or earnings expended on such road, the amount received during the previous year for tolls, and from all other sources ; stating each separately ; the amount expended ; the amount of dividends made ; the amount set apart for repairs, and the amount of indebtedness of such company ; specifying the object for which the indebtedness accrued.

SEC. 82 (139). *Town supervisors are road inspectors.*—The town supervisors are inspectors of roads within their town ; and whenever a complaint in writing to any two supervisors is made, that any part of a plank road or turnpike in their town is out of repair, they shall without delay view and examine the road complained of ; and if they find such complaint to be true, they shall give notice in writing of the defect to the toll gatherer or person attending the gate nearest the place out of repair, and may in their discretion order such gate to be thrown open ; but such supervisors shall not order such gate to be thrown open unless a notice in writing has been served on the gate-keeper nearest the place out of repair, particularly describing such place, at least three days previous to making such order.

SEC. 83 (140). *Notice of order to open gate, how served.*—Notice of such order shall be served on such gate keeper, and immediately thereafter the gate ordered to be thrown open shall be opened; nor shall it be again shut, nor shall any toll be collected thereat, until two supervisors of the town where such road out of repair is located, shall grant a certificate that such road is in sufficient repair, and that such gate ought to be closed.

SEC. 84 (141). *Gate to remain open till two supervisors grant certificate.*—Whenever any part of such road is out of repair, and the gate nearest to the place out of repair is situated in an adjoining county, any two supervisors of the town in such adjoining county where such gate may be, upon complaint made to them in writing, shall view and examine the road complained of, and proceed thereon as provided in the one hundred and thirty-ninth section of this title, in like manner as if the portion of road complained of was within the precinct where such gate is situated.

SEC. 85 (142). *When part of road is in adjoining county—proceedings how taken.*—Whenever any toll gate is ordered to be thrown open, as herein provided, or whenever such supervisors refuse to grant a certificate that the road complained of is in sufficient repair, the company owning such gate, or the gate keeper attending the same in their behalf, may appeal from the order or decision of such supervisors to the district judge of the same district where such supervisors reside, by delivering a statement in writing of their order or decision, and of such appeal verified by affidavit to such judge; and thereupon such district judge shall forthwith proceed to view and examine the road complained of, and may reverse or confirm the order or decision of such supervisors respecting the same; and if he reverses their order or decision, then such gate may be closed; but if he confirms the same, then such gate shall not be closed until such district judge grants a certificate that such road is in sufficient repair.

SEC. 86 (143). *Penalty for not obeying order to throw open gate.*—Every keeper of a gate ordered to be thrown open, who shall not immediately obey such order, or who shall not keep open such gate until a certificate permitting it to be closed shall be granted, or who, during the time such gate ought to be open, shall hinder or delay any person in passing, or take or demand any toll from any person passing, shall, for each offense, forfeit the sum of ten dollars to the party aggrieved.

SEC. 87 (144). *Fees of supervisors and district judges.*—To each supervisor who shall view a plank or turnpike road, upon complaint made to him, and to each district judge for the like service, shall be allowed the sum of one dollar and fifty cents for each day spent by him in the performance of such duty, and if the road viewed shall be adjudged out of repair, such fees shall be paid by the company to which the road shall belong; otherwise they shall be paid by the party making the complaint.

SEC. 88 (145). *Fees paid by whom.*—Such fee, when payable by the company, shall be paid by the toll gatherer nearest that part of the road adjudged out of repair, on demand, and out of the tolls received, or to be received by him, and may be recovered with costs, of such toll gatherer, if he neglects or refuses to make such payment.

SEC. 89 (146). *Penalty for delaying traveler or taking illegal toll.*—Every toll gatherer, who at any such gate shall unreasonably hinder or delay any traveler

or passenger, or shall demand and receive from any person more toll than by law he is authorized to collect, shall, for each offense, forfeit the sum of five dollars to the person aggrieved.

SEC. 90 (147). *Judgment against toll gatherer, how collected.*—Whenever a judgment is obtained against a toll gatherer for a penalty, or for damages for acts done or omitted to be done by him in his capacity of toll gatherer, and goods and chattels of the defendant to satisfy such judgment can not be found, it shall be paid by the corporation whose officer he shall be; and if on demand, payment is refused by such corporation, the amount of such judgment may be recovered, with costs, of such corporation.

SEC. 91 (148). *Printed list of rates of toll to be posted up.*—It shall be the duty of the directors of every such company, to affix and keep up, at or over each gate, in a conspicuous place, so as to be conveniently read, a printed list of rates of toll demandable at such gate.

SEC. 92 (149). *Persons not paying toll may be detained.*—Each toll gatherer may detain and prevent from passing through his gate, all persons riding, leading, or driving animals or carriages subject to toll, until they have paid respectively the tolls authorized by law.

SEC. 93 (150). *Company liable for damages, when.*—Any such corporation is liable for all damages that may be sustained by any person in consequence of neglect or omission to keep such road in good condition and repair.

SEC. 94 (151). *Penalty for obstructing road.*—Whoever willfully obstructs, breaks, injures, or destroys any road constructed under the provisions of this title, or any work, building, fixture, or toll gate attached to, or in use upon the same, belonging to said company, shall, for every such offense, be deemed guilty of a misdemeanor, and shall be punished by fine not exceeding five hundred dollars, or by imprisonment in the county jail not exceeding one year.

SEC. 95 (152). *Penalty for willfully running gate.*—Whoever forcibly or fraudulently passes any toll gate erected on such road, in pursuance of this title, without having paid the legal toll, and whoever shall, with his carriage or horse, or other vehicle or animal liable to toll, turn out of such road or pass any gate thereon, or ground adjacent thereto, and enter again in such road, to avoid the payment of legal toll, shall, for each offense, be liable to a fine not exceeding ten dollars.

SEC. 96 (153). *Company cease to be body corporate, when.*—Every company incorporated under this title shall cease to be a body corporate:

First. If within two years from the filing of their articles of association, they shall not have commenced the construction of their road, and actually expended thereon, at least ten per cent. of the capital stock of such company, and

Second. If within five years from such filing of the articles of association, such road shall not be completed according to the provisions of this title.

SEC. 97 (154). *Companies subject to visitation by legislature—power of legislature over companies.*—All companies formed under this title, shall at all times be subject to visitation and examination by the legislature or by a committee appointed by either house thereof, or by any agent or officer in pursuance of law; and the legislature may at any time establish rules and regulations for the government of any such corporation in relation to such road, the use of the same, and rates of toll to be collected thereon; and may alter, amend, or repeal this title, or may annul and disfranchise any corporation formed or created under the same.

TITLE IV.

OF CORPORATIONS FOR PECUNIARY PROFIT OTHER THAN THOSE NAMED
IN TITLE I.*(This Title is Title II. of Chapter XXXIV. of the Statutes of 1866.)*

SEC. 98 (45, AS AMENDED BY ACT OF MARCH 10, 1873). *Who may incorporate under this title, and how.*—Any number of persons not less than three, who have or shall, by articles of agreement in writing, associate according to the provisions of this title under any name assumed by them for the purpose of engaging in and carrying on the business of mining, smelting, or manufacturing iron, copper, or other minerals, or for producing the precious metals, or for quarrying and marketing any kind of ore, stone, slate, or other mineral substance, or for constructing, leasing, or operating docks, warehouses, elevators, or hotels, or as a mutual savings fund, loan, or building association, manufacturing gas, or for any kind of manufacturing, lumbering, agricultural, mechanical, mercantile, chemical, transportation, or other lawful business, and who have or shall comply with the provisions of this title, shall, with their associates, successors, and assigns, constitute a body corporate and politic under the name assumed by them in their articles of agreement: *provided*, no company shall take a name previously assumed by any other company. Any mutual saving fund, loan, or building association, as authorized to loan funds and to secure such loans by mortgage or other security, and any premiums taken by any such association for the preference or priority of such loans, shall not be deemed interest within the meaning of section one of chapter twenty-three of the general statutes. Any such association is authorized and empowered to purchase at any sheriff's or other judicial sale, or at any other sale, public or private, any real estate, upon which such association may have or hold any mortgage, judgment, or lien, or other incumbrance, or in which such association may have an interest, and the real estate so purchased, to sell, convey, lease, or mortgage at pleasure, to any person or persons whatsoever.

S. L. 1873, 128. *Vide* also S. L. 1868, 45; 1869, 93.

SEC. 99 (46, AS AMENDED BY ACT OF FEBRUARY 28, 1870). The provisions of sections two, three, four, seven, eight, nine, ten, eleven, forty-two, and forty-four of title one, shall apply to and be observed by corporations organizing under this title.

S. L. 1870, 48.

SEC. 100 (47, AS AMENDED BY ACT OF FEBRUARY 27, 1873). *Amount of capital stock.*—The amount of capital stock in any such corporation shall in no case be less than ten thousand dollars, nor more than five hundred thousand dollars, and shall be divided into shares of not less than ten dollars nor more than fifty dollars each, except that the capital stock of mutual, building, and loan associations may be divided into shares of two hundred dollars each, but the capital stock and number of shares may be increased at any regular meeting of the stockholders: *provided*, the capital stock when so increased shall not exceed five hundred thousand dollars.

S. L. 1873, 129.

SEC. 101 (48). *Corporation may hold real estate.*—Every such corporation has power to acquire, hold, and transfer all such real and personal estate as is necessary or convenient for the purpose of conducting, carrying on, or disposing of the business of such corporation.

SEC. 102 (49). *Stock, how transferred.*—The stock of any such corporation shall be deemed personal property, and be transferable only on the books of such corporation in such form as the directors prescribe, and such corporation shall at all times have a lien upon the stock or property of its members invested therein for all the debts due from them to such corporation, which may be enforced by advertisement and sale in the manner provided for selling delinquent stock.

SEC. 103 (50). *Record of stock and business to be kept.*—The directors shall cause a record to be kept of all stock subscribed and transferred, and of all business transactions, and their books and records shall at all times be open to the inspection of any and all stockholders: they shall also, when required, present to the stockholders reports in writing of the situation and amount of business of the corporation, and declare and make such dividends of the profits, from the business of the corporation, not reducing the capital stock while they have outstanding liabilities.

SEC. 104 (51). *Directors, powers of.*—The directors of any corporation organized under this title have power to establish one or more offices without this state, and transact business thereat: *provided*, that an office shall always be maintained in this state where legal process may be served on the person in charge thereof.

SEC. 105 (52). *Duration of corporation.*—No corporation shall be formed under this title to continue more than thirty years.

(Sec. 53 superseded by the Act of February 29, 1872. S. L. 1872, 17. *Vide* chapter xviii. *infra*.)

TITLE V.

OF MANUFACTURING CORPORATIONS.

(*This Title is the Act of March 7, 1873. S. L. 1873, 121.*)

SEC. 106 (1 OF ACT OF MARCH 7, 1873). *Who made incorporate under this title (act).*—Any number of persons, not less than three, who by articles of agreement in writing, have associated, or shall associate, according to the provisions of this act, under any name assumed by them for the purpose of carrying on any kind of manufacturing or mechanical business not incompatible with an honest purpose, and who shall comply with all the provisions of this act, shall, with their successors and assigns, constitute a body politic and corporate, under the name assumed by them in their articles of association.

SEC. 107 (2 *ib.*) *Of the capital stock.*—The amount of the capital stock in every such corporation shall be fixed and limited by the stockholders in their articles of association, and shall be divided into shares of fifty dollars each, but every such corporation may increase its capital stock, and the number of shares therein, at any meeting of the stockholders specially named for that purpose.

SEC. 108 (3 *ib.*) *Purpose to be stated and followed.*—The purpose for which every such corporation shall be established, shall be distinctly and definitely speci-

fied by the stockholders in their articles of association, and it shall not be lawful for said corporation to direct its operations or appropriate its funds to any other purpose.

SEC. 109 (4 *ib.*) *Of the first meeting of stockholders.*—When any number of persons shall have associated according to the provisions of this act, any two of them may call the first meeting of the corporation at such time and place as they may appoint, by giving notice thereof in any one or more newspapers published in the county in which such corporation is to be established, or in any adjoining county, at least fifteen days before the time appointed for such meeting. But said notice may be waived by a writing signed by all the subscribers to the capital stock of said company, specifying the time and place for said first meeting, which writing shall be entered at full length upon the records of the corporation, and the first meeting of any such corporation, which has been held pursuant to such written waiver of notice, shall be valid.

SEC. 110 (5 *ib.*) *Of the directors.*—The stock, property, affairs, and business of every such corporation, shall be under the care of and shall be managed by not less than three directors, who shall be chosen annually by the stockholders at such time and place as shall be provided by the by-laws of said corporation, and who shall be stockholders, and shall hold their offices for one year, and until others shall be chosen in their stead.

SEC. 111 (6 *ib.*) *Of the election of directors.*—If any election of directors, in any such corporation, shall not take place at the annual meeting thereof, in any year, such corporation shall not thereby be dissolved, but an election may be had at any time within one year, to be fixed upon and notice thereof to be given by the directors.

SEC. 112 (7 *ib.*) *Organization of the board of directors.*—The directors of every such corporation shall choose one of their number to be president, and shall also choose a secretary and treasurer, which two last-mentioned officers shall reside and have their place of business and keep the books of said corporation within this state, and shall choose such other officers as the by-laws of the corporation shall prescribe, all which said officers shall hold their offices until others shall be chosen in their stead.

SEC. 113 (8 *ib.*) *Vacancies may be filled.*—The directors of such corporation for the time being shall have power to fill any vacancy which may happen in their board, by death, resignation, or otherwise, for the current year.

SEC. 114 (9 *ib.*) *Requirements before corporation can commence business.*—Before any corporation, formed and established by virtue of the provisions of this act, shall commence business, the president and directors thereof shall cause their articles of association to be published at full length in two newspapers published in the county in which such corporation is located, or at the capital of the state; and shall also make a certificate of the purpose for which such corporation is formed, the amount of its capital stock, the amount actually paid in, and the names of its stockholders, and the number of shares by each respectively owned, which certificate shall be signed by the president and a majority of the directors, and deposited with the secretary of this state, and a duplicate thereof with the register of deeds of the county in which said corporation is to transact its business; and said secretary and said register of deeds shall respectively record the same in books to be kept by them for that purpose: and within thirty days after the payment of

any installment called for by the directors of such corporation, a certificate thereof shall be made, signed, deposited, and recorded, as aforesaid. A copy of the certificate first specified in this section, certified by the secretary of this state, under the seal thereof, shall be received in all the courts in this state as *prima facie* evidence of the due formation, existence, and capacity of such corporation, in any suit brought by or against the same.

SEC. 115 (10 *ib.*) *Quorum of directors.*—A majority of the directors of every such corporation, convened according to the by-laws, shall constitute a quorum for the transaction of business, and a majority of the stockholders present at any legal meeting shall be capable of transacting the business of that meeting, and at all meetings of such stockholders each share shall entitle the holder thereof to one vote.

SEC. 116 (11 *ib.*) *Payment of subscriptions to capital stock.*—The directors may call in the subscription to the capital stock of such corporation by instalments, in such proportion and at such times and places as they shall think proper, by giving such notice thereof as the by-laws shall prescribe; and in case any stockholders shall neglect or refuse payment of any such installment, for the space of sixty days after the same shall have become due and payable, and after he shall have been notified thereof, said corporation may recover the amount of said installment from such negligent stockholder in any proper action for that purpose, or may sell said stock at public auction, giving at least thirty days' notice thereof, and of the time and place of sale by advertising in some newspaper published in the county where the business of such corporation is transacted, or at the capital of the state. And in case of a sale, the proceeds thereof shall be first applied in payment of the installments called for and the expenses of the sale, and the residue shall be refunded to the owner thereof. In case the proceeds of such sale shall be insufficient to pay said installments, such corporation may recover the balance from such negligent stockholder. Such sale shall entitle the purchaser to all the right of a stockholder, to the extent of the shares so purchased.

SEC. 117 (12 *ib.*) *Annual certificate of the corporation affairs required.*—The president and secretary of every corporation organized under the provisions of this act, shall annually make a certificate showing the condition of the affairs of such corporation, as nearly as the same can be ascertained on the first day of January, or of July, next preceding the making of such certificate, in the following particulars, viz.: the amount of capital actually paid in; the value of its real estate; the value of its personal estate; the value of its credits; the amount of its debts; the name and number of shares of each stockholder; which certificate shall be deposited on or before the fifteenth day of February or August, with the register of deeds of the county in which said corporation transacts its business, who shall record the same at full length in a book to be kept by him for that purpose.

SEC. 118 (13 *ib.*) *Powers of corporations under this title (act).*—All corporations organized and established under the provisions of this act, shall be capable to sue and be sued, plead and be impleaded, answer and be answered unto, appear and prosecute to final judgment in any court or elsewhere, to have a common seal, and to alter the same at pleasure; to elect in such manner as they shall determine, all necessary officers; to fix their compensations, and define their duties; to ordain and establish by-laws for the government and regulation of their affairs, and to alter and repeal the same; and to employ all such agents, mechanics, and other labourers as they shall think proper.

SEC. 119 (14 *ib.*) *Corporations may own, what.*—Every such corporation shall

by its corporate name have power to acquire and hold such lands, tenements, and hereditaments, and such property of every kind as shall be necessary for the purpose for said corporation; and such other lands, tenements, and hereditaments as shall be taken in payment of, or as security for, debts due to such corporation, and to manage and dispose of the same at pleasure.

SEC. 120 (15 *ib.*) *Books of such corporations to be open for stockholders' inspection.*—The books of every such corporation containing their accounts, shall be kept, and shall at all reasonable times be open in the county where such corporation is located, or at the office of the treasurer within this state, for the inspection of any of the stockholders of said corporation, and said stockholders shall have access to the books and statements of said corporation, and shall have the right to examine the same in said county or at said office; and as often as once a year a true statement of the accounts of said corporation shall be made and exhibited to the stockholders by order of the directors.

SEC. 121 (16 *ib.*) *Stock is personal property.*—The stock of every such corporation shall be deemed personal property, and be transferred only on the books of such corporation, in such form as the directors shall prescribe; and such corporation shall at all times have a lien upon all the stock or property of its members invested therein, for all the debts due from them to such corporation.

SEC. 122 (17 *ib.*) *Concerning increase of capital stock.*—When any such corporation shall increase its capital stock as provided in the second section of this act, the president and directors shall, within thirty days thereafter, make a certificate thereof, which shall be signed, deposited, and recorded, as is provided in the one hundred and fourteenth (ninth) section.

SEC. 123 (18 *ib.*) *Certificates under oath.*—The certificate required by the one hundred and fourteenth (ninth), one hundred and seventeenth (twelfth), and one hundred and twenty-second (seventeenth) sections of this chapter (act), shall be made under oath or affirmation, by the persons subscribing the same; and if any person shall knowingly swear or affirm falsely as to any material facts, he shall be deemed guilty of perjury, and be punished accordingly.

SEC. 124 (19 *ib.*) *Penalty for neglect of officers to make certificates.*—If the president or secretary of any such corporation shall intentionally neglect or refuse to comply with the provisions of the one hundred and seventeenth (twelfth) section of this chapter (act), and to perform the duty required of them respectively, the persons so neglecting or refusing shall jointly and severally be liable to an action, founded on this statute, for all debts of such corporation contracted during the period of any such neglect or refusal.

SEC. 125 (20 *ib.*) *When capital is withdrawn and debts unpaid.*—If the capital stock of any such corporation shall be [withdrawn] and refunded to the stockholders before the payment of all the debts of the corporation, for which such stock would have been liable, the stockholders of such corporation shall be liable to any creditor of such corporation in an action founded on this statute to the amount of the sum refunded to them respectively, as aforesaid; but if any stockholder shall be compelled by any such action, to pay the debts of any creditor, or any part thereof, he shall have the right to call upon all the stockholders, to whom any part of said stock has been refunded, to contribute their proportional part of the sum paid by him, as aforesaid.

SEC. 126 (21 *ib.*) *When dividend is paid and corporation insolvent.*—If the directors of any such corporation shall declare and pay a dividend when the corpo-

ration is insolvent, or any dividend the payment of which would render it insolvent, knowing such corporation to be insolvent, or that such dividend would render it so, the directors assenting thereto shall be jointly and severally liable in an action founded on this statute for all debts due from such corporation at the time of such dividend.

SEC. 127 (22 *ib.*) *Penalty for neglect of officers to comply with provisions of act.*—If the president, directors, or secretary of any such corporation shall intentionally neglect or refuse to comply with the provisions of this act, and to perform the duties therein required of them respectively, such of them as so neglect or refuse shall be jointly and severally liable in an action founded on this statute, for all debts of such corporation contracted during the period of any such neglect or refusal.

SEC. 128 (23 *ib.*) *Penalty for violation of provisions of act.*—If any corporation organized and established under the authority of this act shall violate any of its provisions, and shall thereby become insolvent, the directors ordering or assenting to such violation shall be jointly and severally liable in an action founded on this statute for all debts contracted after such violation, as aforesaid.

SEC. 129 (24 *ib.*) *Duration of the corporation.*—No corporation formed under the provisions of this act shall continue more than thirty years in the first instance, but it may be renewed from time to time for a period not longer than thirty years: *provided*, that three-fourths of the votes cast at any regular meeting of the stockholders for the purpose are in favor of such renewal, and those desiring a renewal purchase the stock of those opposed thereto at its current value.

TITLE VI.

OF SAVINGS ASSOCIATIONS.

(*This Title is the Act of March 8, 1867. S. L. 1867, 33.*)

SEC. 130 (1). *Provides for the incorporation.*—Any number of persons, not less than five, may associate themselves and become incorporated as a savings association under this act, who shall with their successors constitute a body politic and corporate under the name assumed by them in their articles of association: *provided* no such association shall take a name previously assumed by any other such association.

SEC. 131 (2). *Organization.*—They shall organize by adopting and signing articles of incorporation, which shall be recorded in the office of the register of deeds in the county where the principal place of business is to be, and also in the office of the secretary of state, in books kept for that purpose.

SEC. 132 (3). *What articles of incorporation to contain.*—Said articles shall contain: *First.* The name of the corporation, the general nature of its business, and the principal place of transacting the same. *Second.* The time of commencement and period of continuance of said corporation. *Third.* The names and places of residence of the persons forming such association shall be published for four successive weeks in some newspaper printed and published at the capital of the state.

SEC. 133 (4). *When organization completed.*—When such articles are filed,

recorded, and published as aforesaid, the persons named as incorporators therein and their successors become a body corporate and politic, and upon complying with the provisions of section one hundred and thirty-eight (nine) of this chapter (act) are authorized to proceed to carry into effect the object of their incorporation, in accordance with the provisions of this act, and shall have perpetual succession, sue and be sued by its corporate name, have a common seal, which it may alter at pleasure, establish by-laws, and make all rules and regulations deemed expedient for the management of its affairs in accordance with law, and not incompatible with an honest purpose.

SEC. 134 (5). *Corporators to constitute a board of trustees.*—The said corporators of every such association shall constitute a board of trustees, by whom the business of said corporation shall be managed and directed. The said trustees shall elect from their number a president, a vice-president, and such other officers as they may deem proper, and a majority of said trustees, of whom the president or vice-president shall be one, shall form a quorum for the transaction of business, and the affirmative vote of at least a majority of the members of the board shall be required in making any order for or authorizing any investment of any money, or the sale or transfer of any stock or securities, or other property, real or personal, belonging to the corporation, or the appointment of any officer receiving any salary therefrom.

SEC. 135 (6). *Vacancies, how filled.*—All vacancies by death, resignation, or otherwise in the office of trustee, shall be filled by the board by ballot without unnecessary delay, and at least a majority of the votes of the surviving trustees shall be necessary for the election of any trustee. The said trustees shall hold a regular meeting at least once in each month, to receive the reports of their officers as to the business and affairs of the incorporation, and to transact such business as may be necessary, and any trustee omitting to attend the regular meetings of the board for six months in succession, may thereupon, at the election of said board, be considered as having vacated his place, and a successor may be elected to fill the same. The district court of the judicial district wherein such association may have its principal place of business, may at any time, for due cause shown, remove any trustee on proper notice to such trustee, and afford[ing] him an opportunity to be heard in his defense.

SEC. 136 (7). *Objects of corporation.*—The general business and object of such corporation shall be to receive on deposit such sums of money as may from time to time be offered therefor, by mariners, tradesmen, clerks, mechanics, laborers, minors, servants, and others, and to invest the same for the use, interest, and advantage of the said depositors and their legal representatives as hereinafter prescribed by this act, and the said corporation shall receive on deposit all sums of money which may be offered for the purpose of being invested as aforesaid, which shall as soon as practicable be invested accordingly, and shall be repaid to such depositor when required at such times, with such interest and under such regulations as the board of trustees shall from time to time prescribe, which regulations shall be put in some public and conspicuous place in the room where the business of such corporation shall be transacted, but no by-law or regulation shall be adopted by said trustees, whereby any sum amounting to one dollar or upwards shall be refused by such corporation, when offered as a deposit by any individual, and the regulations so adopted shall not be altered so as to affect any deposit previously made. No president, vice-president, trustee, or officer, or servant of such

corporation, shall directly or indirectly borrow the funds of such corporation, or its deposits, or in any manner use the same in their private affairs or business. All certificates or other evidences of deposit made by the proper officers of such corporation shall be as binding upon the corporation as if made under the common seal. It shall be the duty of the trustees of said association to regulate the rates of interest to be allowed the depositors, but said trustees shall receive no pay, salary, emolument, or profit until after the interest at the rate of six per cent. per annum shall have been allowed the depositors in accordance with the regulations of the institution.

SEC. 137 (8, AS AMENDED BY ACT OF MARCH 8, 1868). *Certain amount to be invested.*—At least half of the whole amount deposited shall be invested in the stocks or other securities of the United States, or of this state, on which interest is regularly paid or loaned on unencumbered real estate worth at least double the amount to be secured. The remainder may be invested in said stocks or loaned on the aforesaid securities, or upon approved personal security and to buy and sell exchange, but no loan shall be made upon the personal security of less than two responsible individuals.

S. L. 1868, 21.

SEC. 138 (9). *Trustees to give bonds.*—Every trustee before entering upon his duties shall execute a bond to the state of Minnesota in the penal sum of five thousand dollars, with two or more sureties to be approved of by one of the judges of the supreme court, conditioned for the faithful discharge of his duties as trustee aforesaid. Said bond shall be recorded in the office of the register of deeds of the county in which the articles of incorporation are recorded, and also in the office of the secretary of state, and thereupon shall be delivered to, and remain in the custody of the state auditor. In case of a breach of the conditions of said bond, any person or persons aggrieved thereby may institute a suit for damages in his or their own name upon the said bond: *provided*, leave shall be first granted for that purpose by the judge of the court in which it is proposed to bring suit, and the judgment of the plaintiff in such action shall be for the amount of damages which he shows himself entitled to in consequence of such breach, and successive actions may be in like manner brought upon such bond by persons aggrieved by any breach of the condition thereof, until the amount of the penal sum specified in such bond shall be exhausted, and each of such trustees shall moreover be individually liable to the depositors in a sum equal to the amount of the penal bond required. The district court of the judicial district wherein such corporation may have its principal place of business, may, upon good cause shown in the case of any such corporation, at any time, increase the amount of the penal bond required of the trustees of such corporation, and the trustees of such corporation shall thereupon enter into new bonds in accordance with the order of the court, and said trustees thereafter shall be held individually liable to the depositors to the amount of the new bonds given in manner aforesaid; and no corporation under this act shall commence business until all of said corporators shall have given the bonds aforesaid. And in case any trustee elected to fill a vacancy is notified to give a new bond in the manner aforesaid, shall fail to give the bond required within twenty days after such election or notice, his place shall be considered vacant, and a new trustee elected in his stead. Such corporation shall be liable to the depositors for the amount of their deposits, with interest allowed in manner aforesaid.

Any trustee may resign his office by written notice of his resignation, presented at a regular meeting of the board.

SEC. 139 (10). *New trustees.*—Whenever in the unanimous opinion of the trustees of any such association their number should be increased beyond the original number of incorporators, a certificate to this effect, signed by them all, and stating the number of trustees to be added, shall be filed and recorded in the same manner as the original articles of incorporation, and thereupon new trustees may be elected by the old board to complete the number as increased, and such new trustees, before entering upon their duties, shall give bonds as required by this act.

SEC. 140 (11). *Powers of board.*—The board of trustees shall have power from time to time to make, constitute, ordain, and establish such by-laws, rules, and regulations as they shall judge proper for the election of their officers, for prescribing their respective functions and the mode of discharging the same, for the regulation of the time of meeting of the officers and trustees, and generally for transacting, managing, and discharging the affairs of the corporation: *provided*, such by-laws, rules, and regulations are not repugnant to this act, to the laws of this state, or the constitution of the United States.

SEC. 141 (12). *May hold certain real estate.*—The real estate which it shall be lawful for said corporation to purchase, hold, and convey, shall be:

First. Such as may be requisite for its immediate accommodation for the convenient transaction of its business.

Second. Such as shall have been mortgaged to it in good faith for moneys loaned in pursuance of the provisions of this act.

Third. Such as shall have been purchased at sale upon judgment or decree obtained or rendered for the money so loaned. And the said corporation shall not purchase, hold, or convey real estate in any other case or for any other purpose; and the said corporation shall not directly or indirectly deal or trade in buying or selling any goods, wares, or commodities whatever, except in the cases where it is authorized to do so by the terms of this act, and except such personal property as may be requisite for its immediate accommodation for the convenient transaction of its business.

SEC. 142 (13). *Books to be opened.*—The books of said corporation shall at all times during their hours of business be open for inspection and examination to the auditor of this state, and such other persons as the legislature or state auditor shall designate or appoint as their agent for this purpose.

SEC. 143 (14). *Deposits of minors—by married women.*—Whenever any deposit shall be made by any minor, the trustees may, at their discretion, pay to such depositors such deposit, although no guardian shall have been appointed for such minor, or the guardian of such minor shall not have authorized the drawing of the same, and the check, receipt, or acquittance of such minor shall be as valid as if the same was executed by a guardian of such minor, or the said minor was of full age, if such deposit was made personally by said minor; and whenever any deposit shall have been made by married women, the trustees may repay the same on the receipts of said depositors, and said receipts shall be a discharge as against third persons.

SEC. 144 (15). *Trustees to report to state auditor.*—The board of trustees shall, on or before the first day of December of each year, report to the state auditor the amount of deposits received during the twelve months preceding, the amount paid out to depositors in the same time, and the amount of funds on hand

and invested. This report shall present a clear exhibit of the affairs of the institution.

SEC. 145 (16). *District court may investigate.*—The district court of the judicial district wherein such association may have its principal place of business, may at any time, on the application of any trustee or depositor in such institution, and on reasonable cause shown therefor to the satisfaction of said court, appoint one or more persons to examine into the investments thereof and its affairs and business generally. The books, papers, and business of said corporation shall be open and subject to the examination of such person or persons. The trustees, officers, and clerks thereof, or any other persons, may be examined on oath by such person or persons, and the said court may confer such further powers on the person or persons so appointed as they may consider necessary for the more thorough and perfect examination of the affairs and business of said corporation. The said person or persons so appointed shall report the result of their investigation to said court, and if satisfied thereby that any officer, trustee, or servant of said corporation has been guilty of any fraud or misconduct, may remove said person or persons, and make further order, and take such further measures for securing the funds and property of said corporation as the said court shall deem expedient.

TITLE VII.

OF CORPORATIONS OTHER THAN THOSE FOR PECUNIARY PROFIT.

ARTICLE I.

GENERAL PROVISIONS.

(This Article is Title III. of Chapter XXXIV. of the Statutes of 1866.)

SEC. 146 (54, AS AMENDED BY ACTS OF MARCH 3, 1870, AND FEBRUARY 29, 1872). *Societies may be incorporated—for what purpose.*—Any number of persons not less than three may associate themselves and become incorporated for the purpose of establishing and conducting colleges, seminaries, lyceums, or any scientific, medical, legal, agricultural, benevolent, or missionary society, fire department association, cemetery association, or any society for the purpose of instruction or mutual improvement in any art or science, or for literary or social culture, as provided herein.

S. L. 1870, 49; S. L. 1872, 113. *Vide* also S. L. 1869, 91.

SEC. 147 (55). *They shall adopt and sign articles.*—They shall adopt and sign articles containing:

First. The name of the corporation, its general purpose and plan of operation, and its place of location.

Second. The terms of admission to membership, and the amount of monthly, quarterly, or yearly contributions required of its members.

Third. If there is capital stock, the number of shares and the amount constituting a share.

Fourth. The officers of the corporation or society, with time and place of electing or appointing the same, and the number of trustees or directors, if any, who are to conduct the transactions of the society during the first year of its existence.

Said articles shall be recorded in the registry of deeds of the county where the corporation or society is located, and in the office of the secretary of state.

SEC. 148 (56). *Effect of filing articles.*—Upon filing said articles the persons named therein, and signing the same, become a body corporate with power to sue and be sued by its corporate name, to have a common seal which may be altered at pleasure, to establish by-laws and make all rules and regulations deemed expedient for the management of its affairs in accordance with law, and not incompatible with an honest purpose.

SEC. 149 (57). *No dividend or distribution until dissolution.*—No dividend or distribution of property among the members or stockholders is lawful until the dissolution of the corporation.

SEC. 150 (58, AS AMENDED BY ACT OF MARCH 4, 1869). *To hold and convey real and personal property.*—Any corporation formed under the provisions of this title in addition to the other powers granted by law, is authorized to acquire by purchase, gift, grant, or devise, and to hold, use, and convey any real estate or personal property whatever, and may lease or mortgage the same, or use the same in any other manner considered by such corporation most conducive to the interests and prosperity of such corporation to the same extent as natural persons: *provided*, that such corporation shall not have power to divest any gift, grant, or bequest from the specific purpose designated by the donor without the consent of such donor.

S. L. 1869, 92.

SEC. 151 (59). *Powers of trustees of colleges and seminaries.*—The trustees of any college or seminary incorporated under the provisions of this title, besides the general powers and privileges aforesaid, have power:

First. To appoint and fix the salaries of a president, professors, tutors, and such other officers and agents as they may deem necessary, and to remove them at pleasure.

Second. To direct and prescribe the course of study and discipline to be observed in the institution, and to grant such literary honors and degrees as are usually granted by any such institution in the United States, and in testimony thereof to give suitable diplomas, under their seal and the signatures of such officers of the institution, as they may deem expedient: *provided*, that the course of study to be pursued in such institution is in all respects as thorough and comprehensive as is usually pursued in similar institutions in the United States.

Third. To make all ordinances and by-laws necessary and proper to carry into effect the foregoing powers.

SEC. 152 (60). *May require other officers to give bond.*—Such trustees may require the treasurer and all other officers and agents, before entering upon the duties of their respective offices, to give bonds in such sums and with such sureties as they deem proper and sufficient.

SEC. 153 (61). *Shall make annual report.*—Such trustees are required, on or before the first day of January, annually, to report to the superintendent of public instruction, a statement of the name of each trustee, officer, treasurer, and student of such institution, with a statement of its property, the amount of stock subscribed, donated, and bequeathed, and the amount actually paid in, and such other information as will tend to exhibit its condition and operations.

SEC. 154 (62). *Legal process, how served.*—Service of any legal process on

such corporation may be made on any one of the trustees thereof, if such trustee is in the county in which the institution is located; but if not, then by leaving a copy of such process with any officer in the employ thereof, at its principal place of business.

SEC. 155 (63). *Colleges, etc., subject to visitation.*—Any college or institution incorporated under the provisions of this title, is always subject to the visitation and examination of the superintendent of public instruction.

SEC. 156 (64). *Existing institutions may organize under this title.*—Any institution of learning now in existence in this state, whether incorporated or not, may enjoy all the benefits of this title, by complying with the provisions thereof; and may, by a vote of the majority of such corporation, company, or association, to be taken according to the act of incorporation, by-laws, or other legal regulations thereof, determine to avail itself of the provisions of this title, and to take and assume corporate name and powers thereunder, and may, by like vote, transfer to such corporation when formed, all its property, real, personal, and mixed; and thereupon, said corporation to which such property is so transferred, shall take the same in the [same] manner, to the same extent, and with the like effect, as the same was previously owned and held by the corporation, company, or association so transferring the same, and may, in its corporate name, sue for and collect all debts, dues, demands, subscriptions, devises, and bequests thereof. The said corporation so taking such property, shall take the same, subject to all the liens, trusts, and limitations, both legal and equitable, to which the same was subject before such transfer: and shall also be liable for all the debts and obligations of such previous corporation, company, or association, and shall pay the same to the full extent of the value of such property, at the time of so taking the same.

SEC. 157 (65). *Orphan asylums, powers and duties.*—That any orphan asylum incorporated under the laws of this state, may take and have the charge, custody, and control of any destitute children in the state under the age of twenty-one years, whose parents are dead or under legal incapacity, or have abandoned or neglected to provide for such children, with the consent of the county commissioners or any two of the county commissioners of the county where such children at the time reside, or are found, subject however to the duty on the part of such orphan asylum aforesaid, properly to care and provide for such children while they exercise such charge, custody, and control over them.

SEC. 158 (66). *May take charge of destitute children.*—That any orphan asylum aforesaid may also assume, and have the charge, custody, and control of any destitute children within the state, under the age aforesaid, whose parents are from any cause incapacitated or unable to provide and care properly for such children, with the consent of the parents, or either of the parents, subject to the duty specified in the foregoing section.

SEC. 159 (67). *Shall possess same powers as parents and guardians.*—That any orphan asylum aforesaid, shall possess the same authority and powers over the children in their charge and custody, as parents and guardians possess over children subject to them, and may in their discretion bind out any such child to some suitable employment, until such child, if a male, shall attain the age of twenty-one years, and if a female, the age of eighteen years, or for a shorter period. But proper provisions shall in every case be made and inserted in the indentures by which the child shall be bound to service, for securing an education proper and

fitting for the condition and circumstances in life of such child: *provided*, that nothing herein contained shall prevent the proper judicial tribunal from awarding the custody of any orphan child to any person, in its discretion.

ARTICLE II.

OF RELIGIOUS CORPORATIONS.

(*This Article is Title IV. of Chapter XXXIV. of the Statutes of 1866.*)

SEC. 160 (68). *Religious corporations, how organized.*—It shall be lawful for all persons of full age belonging to any church, congregation, or religious society not already incorporated, to assemble at the church or meeting house, or other place where they stately attend for divine worship, and by a plurality vote elect any number of discreet persons of their church, congregation, or society, not less than three nor more than nine in number, as trustees, to take charge of the estate and property belonging thereto, and transact all affairs relative to the temporalities thereof.

SEC. 161 (69). *President shall be chosen—who may vote.*—Such church, congregation, or religious society may choose a president of the said corporation, and of their meetings, by a vote as aforesaid, and at the election provided for in this chapter, every person of full age who has stately worshiped with such church, congregation, or society, and has been formerly considered as belonging thereto, is entitled to a vote.

SEC. 162 (70). *Notice of election, how given.*—The minister of such congregation or society, and in case of his death or absence, one of the elders or deacons, church wardens, or vestrymen thereof, and for want of such officers, any other person being a member or stated hearer in such church, congregation, or society, shall publicly notify the congregation of the time when, and the place where, the said election shall be held, at least fifteen days before the day of election; and such notification shall be given for two successive Sabbaths, on which such church, congregation, or society stately meet for public worship, preceding the election.

SEC. 163 (71). *Election, how conducted.*—Any two of the elders, deacons, church wardens, or vestrymen of such church, congregation, or society, or if such officers are not present, then any two voters present, to be nominated by a majority of the voters, shall preside at such election, receive the votes, and determine the qualification of voters; and they shall, immediately after the election, certify under their hands and seals, the names of the persons elected to serve as trustees; in which certificate the name by which the said trustees, and their successors in office, shall for ever thereafter be called and known, shall be particularly mentioned and specified.

SEC. 164 (72). *Certificate to be acknowledged and recorded.*—Such certificate shall be acknowledged by the persons making the same, or proved by a subscribing witness thereto, before some officer authorized to take the acknowledgment of deeds, and recorded, together with the certificate of such acknowledgment, or proof, by the register of deeds of the county within which the church or place of worship of such congregation is situated, in a book provided by him for that purpose, who shall be entitled to receive seventy-five cents for such record; and thereafter such trustees and their successors, shall be a body corporate by the name expressed in such certificate.

SEC. 165 (73). *Trustees to have seal—may do what.*—Such trustees may have a common seal, and alter the same at pleasure; they may take into their possession and custody all the temporalities of such church, congregation, or society, whether the same consists of real or personal estate, and have been given, granted, or devised, directly or indirectly, to such church, congregation, or society, or to any other person for their use.

SEC. 166 (74). *General powers of trustees.*—Such trustees may also in their corporate name, sue and be sued in all courts and places, and they may recover and hold all the debts, demands, rights, and privileges, all churches, buildings, burial places, and all the estate and appurtenances belonging to such church, congregation, or society, in whatsoever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in the said trustees; and they may hold other real or personal estate, and demise, lease, and improve the same; but the whole of such estate, real and personal, shall not exceed the yearly income of three thousand dollars.

SEC. 167 (75). *May erect and repair churches and parsonages.*—The said trustees have authority to repair and alter their churches and meeting houses, and under the direction of the society or congregation erect churches and meeting houses, and dwelling houses for their ministers, and other buildings for the use of their church, congregation, or society.

SEC. 168 (76). *May make by-laws, rent pews, etc.*—They have authority to make rules and orders for managing the temporal affairs of such church, congregation, or society, and to dispose of all moneys belonging thereto; and to order and regulate the renting of pews or slips in their churches and meeting houses, and the requisites for the breaking of the ground in the cemetery or church yard, and in the said churches or meeting houses for burying the dead.

SEC. 169 (77). *May appoint clerk and treasurer.*—They may appoint a clerk and treasurer of their board, and a collector to collect and receive their rents and revenues, and may regulate the fees to be allowed to such clerk, treasurer, and collector, and may remove them and appoint others in their stead at pleasure, and such clerk shall enter all rules and orders made by such trustees, and payments ordered by them, in a book to be procured by them for that purpose.

SEC. 170 (78). *Meetings, how called and conducted.*—Any two of the trustees may at any time call a meeting of the trustees, and a majority of them being lawfully convened, shall be competent to do and perform all matters and things which such trustees are authorized to do and perform.

SEC. 171 (79). *Trustees to hold office three years.*—The said trustees shall hold their offices for three years; and immediately after their first election as hereinbefore provided, the said trustees shall be divided by lot into three classes, numbered one, two, and three; and the seats of the first class shall be vacated at the end of the first year, of the second class at the end of the second year, and of the third class at the end of the third year: and as near as may be, one-third part of the whole number of trustees may be annually chosen.

SEC. 172 (80). *Clerk to give notice of expiration of term of office of trustees.*—The clerk of said trustees, at least one month before the expiration of the office of any of the said trustees, shall notify the same in writing to the minister, or in case of his death or absence, to the elders or church wardens, and if there are no

elders or church wardens, then to the deacons or vestrymen of any such church, congregation, or society, specifying in such notice the names of the trustees whose office will expire; and the minister or other officers receiving such notice shall in the manner aforesaid notify the members of such church, congregation, or society, of such vacancies, and appoint the time and place for the election to supply the same.

SEC. 173 (81). *Election of trustees, how conducted.*—Such election shall be held at least six days before vacancies happen as aforesaid, and all such subsequent elections shall be held and conducted in the same manner as hereinbefore provided for the first election; and in case any vacancy happens by the death of a trustee, his refusal to act, or removal from the society before his term of office expires, or otherwise, notice thereof shall be given as aforesaid, and an election shall be held, and another trustee chosen in his stead for the remainder of such term.

SEC. 174 (82). *Qualifications of voters.*—No person belonging to any such church, congregation, or society, incorporated under the provisions of this chapter, is entitled to vote at any election after the first, until he has been an attendant on public worship in such church, congregation, or society at least six months before such election, and contributed to the support of such church, congregation, or society, according to the usages and customs thereof.

SEC. 175 (83). *Clerk to keep register of stated hearers.*—The clerk of the trustees shall keep a register of the names of all such persons as desire to become stated hearers in the said church, congregation, or society, and shall therein note the time when such request was made; and the said clerk shall attend all subsequent elections, in order to test the qualifications of such voters in case they shall be questioned.

SEC. 176 (84). *Salary of minister.*—Nothing in this title (chapter) contained shall be construed to give to such trustees the power to fix or ascertain the salary or compensation to be paid to any minister, but the same shall be ascertained and fixed by a majority of such society entitled to vote at the election of trustees.

SEC. 177 (85, AS AMENDED BY ACTS OF MARCH 9, 1867, AND FEB. 27, 1872). *Trustees may sell or encumber real estate—the word society defined.*—It shall be lawful for any religious corporation organized under the provisions of this title, by and through their trustees, to sell and convey, encumber or otherwise dispose of, any real estate belonging to such corporation: *provided, however,* that no such conveyance or encumbrance shall be made by the trustees, except when first authorized to make the same by a resolution of such society, passed at a meeting thereof called for that purpose, notice of the time, place, and object of which meeting shall be given for at least four successive Sabbaths on which such society statedly meet for public worship, immediately preceding the time specified for such meeting; and proof of the facts of such notice, meetings, and resolutions may be made by the affidavits of one of such trustees, or by any of the members of such society cognizant of the facts. Such affidavits may be recorded at length in the office of the register of deeds of the county where the premises are situated, and the same, and the records thereof aforesaid, or certified copies of such records, shall be presumptive evidence of the facts therein contained: *and provided further,* that by the word “society,” as used in this section, shall be understood the religious body, constituted in accordance with its own principles of ecclesiastical polity, which form the basis of the corporation designated in this title the church, society, or congregation

and as contra-distinguished from such corporation ; and no person shall vote at any meeting called as aforesaid to authorize said trustees to sell and convey, encumber or otherwise dispose of, any real estate belonging to such corporation who is not a member of such religious body.

S. L. 1867, 23 ; S. L. 1872, 118.

SEC. 178 (86). *Existing societies confirmed—corporations heretofore dissolved may organize anew within six years after dissolution.*—Every church, congregation, or religious society heretofore incorporated in pursuance of law, and not since dissolved, is hereby established and confirmed ; and in case of the dissolution of any such corporation, or of any corporation hereafter to be formed, in pursuance of the provisions of this title, for any cause whatever, the same may be incorporated under the provisions of this title at any time within six years after such dissolution ; and thereupon all the estate, real and personal, formerly belonging to the same, and not lawfully disposed of, shall vest in such corporation as if there had been no such dissolution.

SEC. 179 (87). *Descent of land held by trustees.*—All lands, tenements, and hereditaments lawfully conveyed by devise, grant, purchase, or otherwise, to any persons as trustees in trust, for the use of any religious society organized, or which may hereafter be organized within this state, either for a meeting house, burying ground, or for the residence of a preacher, shall descend with the improvements in perpetual succession to, and shall be held by, such trustees in trust for such society.

SEC. 180 (88). *Minister to give certificate of appointment of trustees, when.*—Whenever by the constitution, rules, or usages of any particular church or religious denomination, trustees are required to be appointed by any ministers, presiding elders, or other officer or officers of such church or denomination, such ministers, presiding elders, or other officer or officers shall give to such trustees a certificate of their appointment under the hand and seal of the person making the same, specifying the name by which such trustees and their successors shall for ever thereafter be called and known, which certificate shall be acknowledged and proved, and recorded as hereinbefore directed ; whereupon such trustees and their successors appointed in the same manner shall be a body corporate, by the name expressed in such certificate, with all the rights, powers, and privileges of other religious corporations constituted according to the provisions of this title.

SEC. 181 (89). *When minister, elders, and deacons are trustees they may execute certificate.*—Whenever by the constitution, rules, and usages of any particular church or religious denomination, the minister or ministers, elders, and deacons, or other officers elected by any church or congregation, according to such constitution, rules, or usages, are thereby constituted the trustees of such church or congregation, such minister or ministers, elders, and deacons, or other officers may assemble together and execute under their hands and seals, a certificate, stating therein the name by which they and their successors in office shall for ever thereafter be called and known, which certificate shall be acknowledged or proved and recorded as hereinbefore directed ; whereupon such persons and their successors in office shall be a body corporate by the name expressed in such certificate, with all the rights, powers, and privileges of other religious corporations, constituted according to the provisions of this title.

SEC. 182 (90). *Members of the protestant episcopalian church may elect church wardens—notice, how given—vacancies, how filled, etc.*—It shall be lawful for the male

persons of full age, of any church or congregation in communion with the protestant episcopal church in this state, who have belonged to such church or congregation for the last three months preceding such election, and who have been baptized in the episcopal church, or received therein, either by the rite of confirmation, or by receiving the holy communion, or by purchasing or hiring a pew in said church; or by some joint act of the parties and of the rector, whereby they have attached themselves to the protestant episcopal church, and not already incorporated, at any time to meet for the purpose of incorporating themselves under this title, and by a majority of voices, to elect two church wardens, and not less than four nor more than eight vestrymen, and to determine on what day of the week, called Easter week, the said offices of church wardens and vestrymen shall annually thereafter cease, and their successors in office be chosen; of which first election notice shall be given in the time of morning service, on two Sundays previous thereto, by the rector, or if there is none, by any other person belonging to such church or congregation, and that said rector, or if there is none, or he is necessarily absent, then one of the church wardens or vestrymen, or any other person called to the chair, shall preside at such election, and, together with two other persons, shall make certificate under their hands and seals, of the church wardens and vestrymen so elected, of the day of Easter week, so fixed on for the annual election of their successors, and of the name or title by which such church or congregation shall be known in law; which certificate being duly acknowledged, or proved by one or more of the subscribing witnesses, before some officer authorized to take acknowledgments of deeds, of the county where such church or place of worship of such congregation is situated, shall be recorded by the clerk of such county in a book to be by him provided for that purpose, and that the church wardens and vestrymen so elected, and their successors in office, and the rector if any, of themselves, shall form a vestry and be the trustees of such church or congregation; and such trustees and their successors shall thereupon, by virtue of this title, be a body corporate by the name and title expressed in such certificate, with all the rights, powers, and privileges of other religious corporations constituted according to the provisions of this title, and the persons qualified as aforesaid shall, in every year thereafter, on the day in Easter week so to be fixed for that purpose, elect such church wardens and vestrymen, and whenever any vacancy happens before the stated annual election, by death or otherwise, the said trustees shall appoint a time for holding an election to supply such vacancy, of which notice shall be given in the time of divine service, at least ten days previous thereto; and such election, and also the stated annual elections, shall be holden immediately after morning service; and at all such elections the rector, or if there is none, or he is absent, one of the church wardens or vestrymen shall preside and receive the votes of the electors, and be the returning officer, and shall enter the proceedings in the book of the minutes of the vestry, and sign his name thereto, and offer the same to as many electors present as he shall think fit, to be by them also signed and certified, and the church wardens and vestrymen to be chosen at any of the said elections, shall hold their offices until the expiration of the year for which they are chosen, and until others are chosen in their stead, and have the power to call and induct a rector to such church or congregation as often as there is a vacancy therein: *provided, however,* that no meeting or board of such trustees shall be held, unless at least three days' notice

thereof is given in writing, under the hand of the rector or one of the church wardens ; and that no such board shall be competent to transact any business unless the rector, if there is one, and at least one of the church wardens, and a majority of the vestrymen are present ; and such rector, if there is one, and if not, then the church warden present, or if both the church wardens are present, then the church warden who is called to the chair by a majority of voices, shall preside at every such meeting or board, and have the casting vote.

SEC. 183 (91). *Existing societies organized but not incorporated may become incorporated under the provisions of this title.*—Whenever any church or religious society now organized, or which may hereafter be organized as a church or congregation, but not incorporated in pursuance of law, shall comply with the provisions of this title, and thereby become a body corporate, all the estate, real and personal, which has been lawfully conveyed to the said church or religious society, or to the trustees or vestry thereof in trust for the use of such church or society, whether by devise, gift, grant, purchase, or otherwise, and not lawfully disposed of, shall thereupon vest in said corporation as fully and amply as if the said church had been legally incorporated from the date of its religious organization : *provided*, that the name or title publicly assumed or borne by such church or society from the date of its organization as such, and none other, shall be the title by which it shall for ever be known in law and as a body politic and corporate.

ARTICLE III.

OF CEMETERY ASSOCIATIONS AND PRIVATE CEMETERIES.

(*This Article is Title V. of Chapter XXXIV. of the Statutes of 1866.*)

SEC. 184 (92). *Who may form cemetery association.*—Any number of persons residing in any county in this state, not less than seven, who desire to form an association for the purpose of procuring and holding lands to be used exclusively for a cemetery or place for the burial of the dead, may meet at such time and place as they, or a majority of them, agree upon, and appoint a chairman and secretary by the vote of a majority of the persons present at the meeting ; and may proceed to form an association by agreeing on a corporate name, by which the association shall be known, and by determining upon the number of trustees to manage the affairs of the association, which number shall not be less than three, or more than nine, and thereupon they may proceed to elect by ballot the number of trustees so determined upon.

SEC. 185 (93). *Trustees to be divided into three classes.*—The chairman and secretary of such meeting shall, immediately after such election, divide the trustees by lot into three classes ; those in the first class to hold their office one year ; those in the second class two years ; and those in the third class three years ; but the trustees of each class may be re-elected if they possess the qualifications herein-after mentioned ; such meeting shall also determine on what day in each year the future annual election of trustees shall be held.

SEC. 186 (94, AS AMENDED BY ACT OF MARCH 10, 1873). *Certificate showing organization to be made and filed.*—The chairman and secretary of such meeting shall, within three days after the holding of the same, make a written certificate, which shall state the names of the associates who attended such meetings, the corpo-

rate name of the association determined upon by the majority of the persons who met, the number of persons fixed upon to manage the concerns of the association, the names of the trustees chosen at the meeting, and their classification, the day of the year fixed upon for the annual election of trustees, and the manner of said election, whether by the associates named in said certificate, or the owners of lots in such cemetery; such certificate shall be signed by the said chairman and secretary, and acknowledged by them before some officer of the county authorized to take the acknowledgment of deeds, and they shall cause said certificate so acknowledged to be recorded in the register's office of the county in which the meeting was held.

S. L. 1873, 130.

SEC. 187 (95). *Effect of making and recording certificate.*—Whenever such certificate is duly acknowledged and recorded as aforesaid, the association mentioned therein shall be deemed legally incorporated, and shall have the general powers and privileges, and be subject to the liabilities and restrictions as provided by the laws of this state in respect to corporations.

SEC. 188 (96, AS AMENDED BY ACT OF MARCH 7, 1870). *Association may make by-laws.*—The trustees of any association incorporated agreeably to the provisions of this article (title) may enact by-laws for regulating the affairs of such corporation, not inconsistent with the laws of this state.

S. L. 1870, 54.

SEC. 189 (97). *Trustees to manage affairs of association—shall appoint officers.*—The affairs and property of such association shall be managed by the trustees, a majority of whom shall form a board for the transaction of business; the trustees shall annually appoint from among their number a president, and also appoint a secretary, treasurer, and actuary, who shall hold their places during the pleasure of the board; and the trustees may require the treasurer to give security for the faithful performance of the duties of his office.

SEC. 190 (98). *Actuary to keep record of interments.*—The actuary shall keep a record of interments, in which he shall enter as carefully and correctly as may be, the name, age, sex, nativity, and cause of death, with date of burial, of every person interred in such cemetery, which facts he shall procure from such friends or relatives of the deceased or undertaker as give order for the interment at the time thereof; or in case the deceased is a pauper, stranger, or criminal, from the coroner, county physician, overseer of the poor, or other public officer directing the burial of the same.

SEC. 191 (99). *Shall furnish summary of interments.*—Such register or record of interments shall be open to the inspection of the public, and the actuary or secretary of every cemetery association shall furnish to the commissioner of the statistical bureau, or to the health officers of any corporate town or city, or to the editors of newspapers within the state, when so desired, an accurate summary of all the interments during any particular year.

SEC. 192 (100). *Penalty for failure to keep register.*—Any actuary who neglects or refuses to carefully keep such register of burials, and record all interments therein as hereinbefore provided, shall be subject to a fine for such offense, not exceeding ten dollars, nor less than two dollars, recoverable before any justice of the peace, for the benefit of the school fund of the district.

SEC. 193 (101, AS AMENDED BY ACT OF MARCH 7, 1870). *Association may acquire property by purchase or gift.*—Any association incorporated agreeably to

the provisions of this article (title), may take by purchase or gift, and hold within the county in which the certificate of their incorporation is recorded, not exceeding eighty acres of land to be held and occupied exclusively for a cemetery for the burial of the dead, and for purposes necessary or proper thereto such land or such portion thereof as may from time to time be required for that purpose, shall be surveyed, and divided into lots of such size as the trustees direct, with such avenues, alleys, and walks as the said trustees deem proper; and a map of such surveys shall be filed and recorded in the registry of deeds of the county in which the lands lie. And whenever any such corporation, which is the owner of a burying ground or place of sepulture, wishes to enlarge the limits of the same, and cannot agree with the owner or owners of the land proposed to be taken for such purpose, application may be made to the district court of the judicial district, and in the county wherein said lands is situated, giving twenty days' notice thereof to the owner or owners by leaving a copy with him or them or at their usual place of abode; and said court shall appoint a committee of three disinterested persons, who having been sworn faithfully and impartially to discharge the duties of their appointment, and after giving at least five days' notice to the owner or owners of the time and place of their meeting, shall proceed to examine the premises, and determine on the propriety, public necessity, and convenience of such enlargement, and upon the quantity, boundaries, damage, and value of the land which they shall deem proper to be taken for that purpose, and make report thereof in writing to said district court by filing the same in the office of the clerk thereof, and shall give the same notice of the filing of their report as of their meeting; and the parties interested may appear before said court and be heard thereon as the court shall appoint. And if said committee shall report that such enlargement is proper, and that public convenience and necessity require the same, and the court shall accept such report, the decision of such court thereon shall have the effect of a judgment, and execution may be issued thereon accordingly in favor of the person or persons to whom damages may be assessed for the amount thereof; but said land shall not be taken or enclosed or used for that purpose until the damages so assessed shall be paid to said owner, or deposited with the treasurer of the county for his or their use, which shall be done within thirty days after said report shall be accepted; and the title to said land shall thereupon become vested in such association, and a copy of the report of said committee, and of the judgment of the court thereon, certified by the clerk thereof, together with a certificate of the payment of the damages determined by the committee, sworn to by the president and treasurer of said association, shall be recorded in the office of the register of deeds of the county in which such premises are situated, and such record shall be notice to all parties of the title of said corporation therein, and may be read as evidence of such title in all the courts of this state. Such association may also purchase or take by gift, and hold personal property, and may sell the same and apply the proceeds thereof to the purposes mentioned in section one hundred and seven of this title, and no other; and all real and personal estate which shall have been given or granted to any such association for the maintenance of any monument, the keeping in good order or the embellishment of any lot or grounds, situated within the enclosure of such association, shall remain for ever to the uses to which the same shall have been given or granted, according to the true intent of the grantor.

SEC. 194 (102). *When map is filed, trustees may sell lots.*—After such map is filed in the register's office, as aforesaid, the trustees may sell and convey the lots, as designated on such map, upon such terms, and subject to such conditions and restrictions, to be inserted in, or annexed to, the conveyances, as the said trustees shall prescribe; every conveyance of any such lots shall be expressly for burial purposes, and no other; and shall be in the corporate name of the association, signed by the president and treasurer thereof.

SEC. 195 (103, AS AMENDED BY ACT OF MARCH 10, 1873). *Election of trustees, and by whom.*—The annual election for trustees to supply the place of those whose term of office expires, shall be holden on the day mentioned in the certificate of incorporation, and at such hour and place as the trustees direct. The trustees chosen at any election after the first shall hold their office for three years, and until others are chosen to succeed them; such election shall be by ballot, and every person who is the proprietor of a lot in the cemetery of the association, or if there is more than one proprietor of any such lot, then such one of the proprietors as a majority of the joint proprietors shall designate to represent such lot, or any person who is named as an associate in said certificate, as said certificate shall provide, may vote at such election, and the persons receiving the highest number of votes given at such election shall be declared elected trustees.

S. L. 1873, 131.

SEC. 196 (104, AS AMENDED BY ACT OF MARCH 10, 1873). *Who may be trustees—of vacancies.*—In all elections after the first, the trustees shall be chosen from among the associates named in said certificate of incorporation, or in case said certificate provides for an election by the owners of lots in said cemetery, then from among the proprietors of lots in such cemetery; and the said trustees shall have the power to fill any vacancy in their number occurring during the term of office for which any trustee was elected. Public notice of every annual election shall be given in such manner as the by-laws of the association prescribe.

S. L. 1873, 131.

SEC. 197 (105). *Trustees may appoint day of election, when.*—If the annual election is not held on the day fixed in the certificate of incorporation, the trustees have power to appoint another day, not more than sixty days thereafter, and shall give public notice of the time and place; at which time the election may be held with like effect, as if holden on the day fixed in said certificate; and the terms of office of the trustees chosen at such election shall expire at the same time they would have done had they been chosen on the day fixed in the said certificate of incorporation.

SEC. 198 (106). *Shall make report.*—The trustees at each annual meeting shall make a report, in writing, containing a statement of their doings, and of the affairs of the association, and an account of the receipts and expenditures during the year preceding.

SEC. 199 (107). *Proceeds of sale of lots, how applied.*—The proceeds arising from the sale of lots in such cemetery shall be applied to the payment of any debts incurred by said association in the purchase of cemetery grounds and property, in fencing, improving, and embellishing such grounds and avenues leading thereto, and in defraying the necessary expenses in the management and care of the same, and for no other purpose.

SEC. 200 (108). *Penalty for injury to monuments, etc.*—Any person who will-

fully destroys, mutilates, injures, or removes any tombstone, monument, gravestone, building, or other structure, placed in any cemetery, or any fence, railing, or other work, for a protection or ornament thereof, or willfully destroys or injures any tree, shrub, or plant, within the limits of such cemetery, incorporated under this title, shall be deemed guilty of a misdemeanor; and shall also be liable, in an action to be brought in the name of the association, for the payment of all damages by him occasioned; or any proprietor of a lot in such cemetery may sue for any injury done upon any lot owned by him.

SEC. 201 (109). *Property of association exempt from taxation and sale on execution.*—The cemetery lands, and property of any association, formed pursuant to this title, are exempt from all public taxes and assessments, and not liable to be sold on execution, or applied in payment of debts of any individual proprietors; but the proprietors of lots in such cemeteries, their heirs or legal representatives, may hold the same exempt therefrom, so long as the same remain appropriated to the use of a cemetery; and during that time no street or road shall be laid through such cemetery, or any part of the lands held by such association, for the purpose aforesaid, without the consent of the trustees of such association.

SEC. 202 (110). *Lots inalienable after first interment.*—Whenever the lands of any such association are laid out in lots, and such lots, or any of them, are transferred [to individual proprietors, and after there has been an interment in any lot so transferred], such lot, from the time of such interment, shall for ever thereafter be inalienable, and shall, upon the death of the proprietor, descend to the heirs of such proprietor for ever; but any one or more of such heirs may release to any other of said heirs his interest in the same; a copy of such release shall be filed with the clerk of the town or village or with the register of the city, or register of deeds of the county within which the said cemetery is situated. The body of any deceased person shall not be interred in such lot, unless it is the body of a person having, at the time of such decease, an interest in such lot, or the relative of some person having such interest, or the wife of such person, or her relative, except by consent of all persons having an interest in such lot.

SEC. 203 (ACT OF FEBRUARY 29, 1872). *Relating to the title of burial lots.*—The title to every lot or piece of land which shall have been used by the inhabitants of any town or village in this state as a cemetery or public burying ground for the space of ten years, shall be deemed vested in such town or village, and shall be subject in the same manner as other corporate property of towns or villages to the government and direction of the same: *provided*, nothing herein contained be construed to apply to any lot or piece of ground used as a burying ground the title to which is vested by deed or otherwise in any cemetery association: *provided, also*, that the provisions of this act shall not apply to or in any way affect the title to any tract or parcel of land now or hereafter [heretofore] occupied for a burying ground, situated or lying within the corporate limits of the city of Stillwater.

S. L. 1872, 90.

PRIVATE CEMETERIES.

SEC. 204 (111). *Private cemeteries, how established.*—Any person desiring to establish a cemetery upon any lands owned by himself, shall cause the same to be surveyed, and a plat thereof made, which shall particularly describe and set forth all the streets, alleys, commons, or public grounds, and all the blocks, lots, or

fractional lots, within said cemetery, giving the names, width, extent, and courses of all such streets and alleys, and the length and width of all said lots, and the number thereof, and the letters or numbers of all said blocks therein.

SEC. 205 (112). *Stone to be fixed at corner of cemetery.*—The proprietor of such cemetery shall, at the time of the surveying thereof, plant and fix at some corner thereof a good and sufficient stone for a mark, from which said survey shall be made, and the point where the same may be found shall be designated on said plat.

SEC. 206 (113). *Plat shall contain, what.*—Said plat, after having been completed, shall be certified to by the surveyor, upon what lands the same is laid out, and the extent and boundaries thereof, and that the same is correct, which said certificate shall be indorsed upon said plat, and shall be recorded therewith and form a part thereof; and said plat shall thereupon be recorded in the register of deeds office, in the county wherein said lands are situate.

SEC. 207 (114, AS AMENDED BY ACT OF MARCH 5, 1868). *Effect of making and recording plat.*—When the plat of such cemetery has been made out, certified, and recorded as required by this article (title), every donation or grant to the public, or to any religious society or individual, of any lands in said cemetery, shall be deemed in law and equity a conveyance of all such lands, subject to such conditions and restrictions as may be inserted in or annexed to the conveyance. Every conveyance of any such lots shall be expressly for burial purposes and no other, and the lands intended to be used for and designated on said plat for streets, alleys, ways, commons, or other public uses, in any such cemetery, shall be held by such owner in trust to and for the uses and purposes set forth and intended in and by said plat.

S. L. 1868, 37.

SEC. 208 (115). *Private cemeteries exempt from taxation and sale on execution.*—All land surveyed and laid out and dedicated as aforesaid, under the provisions of this article (title), not exceeding, however, eighty acres, shall be exempt from public taxes and assessments, and shall not be liable to levy and sale upon execution, or to be applied in payment of the debts of any such owner thereof, so long as the same remains appropriated to the use of a cemetery, and no street or road shall be laid through such cemetery without the consent of the owner thereof.

SEC. 209 (116). *District court may vacate cemeteries and streets and alleys therein.*—The district courts are authorized and empowered, upon the application of the owners or proprietors of any cemetery within the proper county, to alter and vacate the same, and the alleys, streets, lots, and blocks, any or either thereof, and the plat thereof, upon the like notice and in the like manner, and shall require the like proof, and shall make the like order thereon, as is required by law in relation to town plats.

TITLE VIII.

OF AGRICULTURAL SOCIETIES.

(This Title is the Act of March 9, 1867. S. L. 1867, 28.)

SEC. 210 (1). *Any number of citizens may form society.*—Any number of citizens of any county, or two or more counties jointly, who shall associate themselves together and comply with the provisions of this act, shall be a body politic and corporate, and shall be known as the agricultural society of such county or counties: *provided*, that only one society shall be organized under this act in any county.

SEC. 211 (2). *Powers of society.*—Such agricultural societies shall possess the following powers, to wit:

First. To have perpetual succession.

Second. To sue and be sued by their corporate name.

Third. To adopt corporate seals, which they may alter at pleasure.

Fourth. To adopt such constitutions and by-laws, and to alter and amend the same from time to time, and to make such rules and regulations as they may deem proper or necessary for the good order and general management of such societies.

Fifth. To purchase and hold any real or personal estate which shall be deemed necessary to promote the objects of such societies; and to sell and convey all such real estate, said conveyance being executed by the president and secretary of such society.

Sixth. The officers of such societies, and also of the state agricultural society, shall have full jurisdiction and control of the grounds upon which the society may hold its fairs, and of the streets and grounds adjacent thereto, during such fair, so far as may be necessary to preserve and keep good order. And any person who shall willfully violate the rules or regulations of such societies during the days of the fair, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be liable to a fine of not less than five nor more than twenty-five dollars. Such offender may be tried before any justice of the peace.

SEC. 212 (3). *Duty of society.*—Each agricultural society shall, upon its organization, file a copy of its constitution and by-laws in the office of the register of deeds in and for the county in which such society shall be located; and the secretary of such county agricultural society shall, at or before the annual meeting of such society, make an annual report of their proceedings during the year. The report shall contain a statement of the transactions of the society at its fair, showing the number of entries, the amount of money received, and from what source, together with the amount paid out for premiums and for other purposes; also a full statement of the entire receipts and disbursements of the society for the year.

SEC. 213 (4). *To hold meetings.*—Each agricultural society shall hold at such place as the society may determine, an annual meeting for the election of officers, and for the transaction of other necessary business.

SEC. 214 (5). *Delegates to State society.*—The agricultural society of any county or counties may elect two delegates, who, together with the president of said society acting as delegate *ex officio*, shall represent said county or counties in the state agricultural society.

SEC. 215 (6). *Place of meeting.*—The said delegates shall meet together at the city of St Paul, or at any other place in the state that may be determined on by a majority of the delegates at any annual meeting of said society, on the first Wednesday in February in each year, and at the first meeting after the passage of this act shall file articles of their incorporation and constitution in the office of the secretary of state.

SEC. 216 (7). *Powers of society.*—Agricultural societies which may be already organized in any county or counties of this state, may have all the powers and privileges of societies organized under this act by complying with the provisions of section three of this act.

Vide also S. L. 1868, 33; 1869, 55; 1871, 74.

TITLE IX.

BOARDS OF TRADE AND CHAMBERS OF COMMERCE.

(This Title is the Act of March 8, 1868. S. L. 1868, 35.)

SEC. 217 (1). *When board of trade may be incorporated—object of said incorporation.*—Any number of persons not less than three in any city or town in this state, having a population of three thousand souls or upwards, may associate themselves and become incorporated as a chamber of commerce, or board of trade, for the purpose of advancing the commercial, mercantile, and manufacturing interests of such city or town, for inculcating just and equitable principles of trade; for establishing and maintaining uniformity in the commercial usages of such city or town; for acquiring, possessing, and disseminating useful business information, and for adjusting the controversies and misunderstandings which may arise between individuals engaged in trade, and for promoting the general prosperity of such city or town.

SEC. 218 (2). *Powers—committees of arbitration and appeals may be appointed—judgment to be entered upon docket of circuit court—may appoint persons to inspect flour, etc.—may inflict fines and collect the same.*—All persons so associating shall proceed in accordance with the provisions of title one hundred and eleven* of chapter thirty-four of the general statutes, so far as the same are or may be applicable, and every such corporation shall be endowed with the following in addition to its ordinary powers, viz.:

First. Said corporation may constitute and appoint committees of reference and arbitrations, and committees of appeals, who shall be governed by such rules and regulations as may be prescribed in the rules, regulations, or by-laws for the settlement of such matters of difference as may be voluntarily submitted for arbitration by members of the association, or by other persons not members thereof; the acting chairman of either of said committees, when sitting as arbitrators, may administer oaths to the parties and witnesses, and issue subpoenas and attachments, compelling the attendance of witnesses, the same as justices of the peace, and in like manner directed to any constable to execute.

* Title iv. of this chapter of this compilation. The bill was engrossed wrong, should read title two of chapter thirty-four.

Second. When any submission shall have been made in writing, and a final award shall have been rendered, and no appeal taken within the time fixed by the rules or by-laws, then on filing such award and submission with the clerk of the circuit court, an execution may issue upon such award as if it were a judgment rendered in the circuit court, and such award shall thenceforth have the force and effect of such a judgment, and shall be entered upon the judgment docket of said court.

Third. Said corporation shall have power to appoint one or more persons, as they may see fit, to examine measures, weigh, gauge, or inspect flour, grain, provisions, liquor, lumber, or any other article of produce or traffic commonly dealt in by the members of said corporation, and the certificate of such person or inspector as to the quality or quantity of any such article, or their brand or mark upon it, or upon any package containing such article, shall be evidence between buyer and seller, of the quantity, grade, or quality of the same, and shall be binding upon the members of said corporation, or others interested, and requiring or assenting to the employment of such weights, measures, gauges, or inspectors; nothing herein contained, however, shall compel the employment by any one of any such appointee.

Fourth. Said corporation may inflict fines upon any of its members, and collect the same, for breach of its rules, regulations, or by-laws, but no fine shall exceed five dollars; said fines may be collected by action of debt before a justice of the peace, in the name of the corporation.

SEC. 219 (3). *Corporations organized under former laws may conform to the provisions of this act.*—Any corporation of the class specified in section one of this title heretofore organized or attempted to be organized under former general laws, may conform their articles with the provisions of this act, and re-file the same with the secretary of state as herein provided, and thereafter, without any other act or ceremony, shall become entitled to all rights, benefits, and privileges conferred herein.

TITLE X.

CO-OPERATIVE ASSOCIATIONS.

(*This Title is the Act of March 4, 1870. S. L. 1870, 50.*)

SEC. 220 (1). *For what purpose formed.*—Seven or more persons of lawful age, inhabitants of this state, may, by written articles of agreement, associate themselves together for the purposes of trade, or for carrying on any lawful mechanical, manufacturing, or agricultural business within this state, and when such articles of association shall have been executed and recorded in the office of the clerk of the city or town in which the business is to be carried on, such persons shall be and become a corporation, and enjoy all the powers and privileges, and be subject to all the duties, restrictions, and liabilities set forth in all general laws in relation to similar corporations, except so far as the same may be limited or enlarged by this act.

SEC. 221 (2). *Objects of association to be set forth in articles.*—The objects for which such association is established, and the place within which its business is to

be carried on, shall be distinctly set forth in its articles of agreement, and it shall not do business in any other place or places than those mentioned in its articles, and the articles of agreement shall be recorded in the office of the clerk of every place in which it proposes to do business.

SEC. 222 (3). *How business to be conducted.*—The business of the association shall be managed and conducted by a president, a board of not less than three directors, and a treasurer, who shall be styled a board of managers, and who shall be chosen annually by the stockholders, and shall hold their offices until others are chosen and qualified in their stead; and shall have such other officers as the association shall prescribe by their by-laws; and the mode of appointment and choice of such officers shall also be prescribed by the by-laws.

SEC. 223 (4). *Manner of calling first meeting, etc.*—The first meeting of such association hereafter organized shall be called in the manner provided for calling meeting of corporations in the general statutes; each association may make its own by-laws, provided they be not repugnant to this act, nor to the laws of the state, and shall file in the clerk's office of the place where they transact their business a copy of all by-laws by them made.

SEC. 224 (5). *Amount of stock fixed and limited.*—The amount of capital stock of such association shall be fixed and limited in its articles of association, and it may be any sum not exceeding fifty thousand dollars. The association may increase or diminish its amount and its number of shares at any meeting of the stockholders, specially called for that purpose, and within thirty days after the passing of any vote increasing or diminishing its capital stock, cause such vote to be recorded in the clerk's office of the place where its business is carried on, but no share shall be issued for less than its par value.

SEC. 225 (6). *Statement to be prepared—what to contain.*—When the association shall have been organized, it shall be the duty of the board of managers to prepare a statement of the condition of the association, containing the amount of the capital stock, the par value of the shares, the number of shares issued, the name and residence of the shareholders, and the number of shares owned by each, and the same shall be filed and recorded in the office of the clerk of such city or town in which the association proposes to do business; and on or before the tenth day of November thereafter in each year, the board of managers shall prepare a like statement of the same facts as they existed on the first day of November, with a statement of the kind and amount of the property of the association on that day, and of all its debts and liabilities of every kind, and the same shall be filed and recorded in the office of the clerk of each city or town in which the association does business. All the statements provided for in this section shall be signed and sworn to by a majority of the board of managers.

SEC. 226 (7). *May hold real and personal property.*—Such association may take, hold, and convey such real and personal estate as is necessary for the purpose of its organization, and may sue and be sued in its associate name, and no member thereof shall be entitled to hold or claim any interest therein exceeding the sum of one thousand dollars; nor shall any member, upon any subject, be entitled to more than one vote.

SEC. 227 (8). *When certificate to be issued.*—No certificate of shares shall be issued to any person, until the full amount thereof shall have been paid in cash, no person shall be allowed to become a shareholder in such association except by the consent of the managers of the same.

SEC. 228 (9). *Liability in case of failure to make true returns.*—If the board of managers shall fail to make the returns provided for in this act, or shall make untrue returns, they shall be jointly and severally liable for all debts existing at the date of such return, or at the time when the same should have been made.

SEC. 229 (10). *Judgment, how collected.*—If any person shall recover judgment against any association created under the provisions of this act, and if, after the issue of execution upon such judgment, demand shall be made upon the treasurer, or any of the board of managers, for payment of the same, or for property to be exposed to satisfy such execution, and if the same shall not be paid or satisfied, the officer shall make return of such fact, upon the execution or upon any alias execution that may issue, so long as any part thereof remains unsatisfied; and if, after thirty days shall have elapsed, the balance of such execution remains unpaid, the creditor may apply to the supreme judicial court, setting forth the facts, and praying for an injunction to restrain such association from alienating or transferring any of its property, and doing any business until such judgment is satisfied; and the said court shall grant such injunction or the judgment creditor may apply to the district court in the county in which such association has a place of business, setting forth the facts, and after due notice and hearing thereupon, a warrant shall issue under the law in relation to insolvent corporations, and proceedings shall be had as in other cases of insolvent corporations: and said association may at any time apply for the benefit of the act in regard to insolvent corporations.

SEC. 230 (11). *Dividends, how and when made.*—There shall be such distribution of the profits or earnings of such association among the workmen, purchasers, and stockholders as shall be described by the by-laws, at such times therein prescribed, and as often, at least, as once in twelve months: *provided*, that no distribution shall be declared and paid until a sum equal at least to ten per cent. of the net profits shall be appropriated for a contingent or sinking fund, until there shall have accumulated a sum equal to thirty per cent. in excess of such capital stock.

TITLE XI.

GENERAL PROVISIONS.

(This Title is Title VIII. Chapter XXXIV. of the Statutes of 1866.)

SEC. 231 (155, AS AMENDED BY ACT OF FEBRUARY 19, 1870). *General powers of corporations.*—All corporations, when no other provision is specially made, may have a common seal, which they may alter at pleasure; they may elect all necessary officers, fix their compensation, and define their duties and obligations; and make by-laws and regulations, consistent with the laws of the state, for their own government, and for the due and orderly conduct of their affairs, and the management of their property.

The members of any corporation now or hereafter organized under the provisions of this chapter, and the directors and managers thereof, may meet and transact business without the state, the same as within the state; but no corporation or association created or existing, or which shall exist under this act, shall cease or expire from neglect on the part of the corporation to elect directors or

officers at the time mentioned in their by-laws, and all officers elected by such corporation or association shall hold their offices until their successors are duly elected.

S. L. 1870, 46.

SEC. 232 (156). *First meeting, how called.*—The first meeting of all corporations, when no other provision is specially made, shall be called by notice, signed by one or more of the persons named in, or associated as corporators under, the law by which it is incorporated, setting forth the time, place, and purposes of the meeting; and such notice shall, at least twenty days before the meeting, be delivered to each member, or published in some newspaper in the county where the corporation is established, or if no newspaper is published in the county, then in some newspaper printed and published at the capital of the state.

Vide 1 Chand. 286; 6 Wis. 680; 17 Wis. 372.

SEC. 233 (157). *Meeting, how called when there is no officer authorized to call it.*—When, by reason of the death, absence, or other legal impediment of the officers of the corporation, there is no person duly authorized to call or preside at a legal meeting thereof, any justice of the peace of the county where such corporation is established, may, on a written application of three or more of the members, issue a warrant to either of them, directing him to call a meeting, by giving such notice as had been previously required by law; and the justice may, in the same warrant, direct such person to preside at such meeting, until a clerk is duly chosen and qualified, if no officer is present duly authorized to preside.

SEC. 234 (158). *Corporation may fill vacancies.*—A corporation, when so assembled, may elect officers to fill all vacancies, and act upon such other business as may lawfully be transacted at a regular meeting.

SEC. 235 (159). *Acts, how confirmed.*—When all the members of a corporation are present at any meeting, however called or notified, and sign a written assent thereto, on the record of such meeting, the doings of such meeting shall be as valid as if legally called and notified.

SEC. 236 (160). *What by-laws may provide for.*—Corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting their meetings, the number of members that shall constitute a quorum, the number of shares that shall entitle the members to one or more votes, the mode of voting by proxy, the mode of selling shares for the non-payment of assessments, and the tenure of office of the several officers. They may annex suitable penalties to such by-laws, not exceeding twenty dollars for one offense.

SEC. 237 (161). *Subscriber neglecting to pay assessment to forfeit stock.*—If any subscriber for the stock of any corporation neglects to pay any installment of his subscription when lawfully required by the directors or other managing officer of the corporation, he shall forfeit such stock, and the same may be sold in such manner as the directors in their by-laws prescribe, and after paying the amount of the installment due or called for, and the expenses of sale, the balance of the proceeds of such sale shall be paid to such subscriber. An action may also be maintained against such subscriber upon his subscription.

SEC. 238 (162). *Corporations may convey lands.*—Every corporation may convey lands to which it has a legal title.

SEC. 239 (163, AS AMENDED BY ACT OF FEB. 23, 1867). *Shares not to be issued for less than par.*—Corporations having capital stock divided into shares, unless

specially authorized, shall not issue any shares for a less amount to be actually paid in on each share than the par value of the shares first issued: *provided*, that railroad and navigation, and manufacturing corporations, created under this chapter, or under any charter or special act of incorporation heretofore passed, shall have power to create, issue, and dispose of such an amount of special, preferred, or full-paid stock of the capital stock of such corporation as may be deemed advisable by the board of directors of such corporation.

S. L. 1867, 25.

SEC. 240 (164). *Executors may vote as stockholders.*—An executor, administrator, guardian, or trustee shall represent the shares or stock in his hands at all meetings of the corporation, and may vote as a stockholder.

SEC. 241 (165). *Shall not be personally liable.*—Persons holding stock in a corporation as executors, administrators, guardians, or trustees, shall not be personally subject to any liabilities as stockholders; but the estates and funds in their hands shall be liable in like manner and to the same extent as the testator, intestate, ward, or person interested in the trust fund, would be, if they were respectively living and competent to act, and held the stock in their own names.

SEC. 242 (166). *Corporations, how dissolved.*—When a majority in number or interest of the members of a corporation desire to close their concerns, they may apply by petition to the district court of the county where the corporation has its principal place of business, setting forth in substance the grounds of their application; and the court, after such notice as it deems proper to all parties interested, may proceed to hear the matter, and for reasonable cause, adjudge a dissolution of the corporation. Corporations so dissolved shall be deemed and held extinct in all respects, as if their charters had expired by their own limitation.

SEC. 243 (167). *Shall continue three years for certain purposes.*—Corporations, whose charters expire by their own limitation, or are annulled by forfeiture, or otherwise, shall, nevertheless, continue bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending actions by or against them, and of enabling them, gradually, to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which they were established.

SEC. 244 (168). *Court may appoint receivers or trustees, when.*—When the charter of a corporation expires or is annulled, or the corporation is dissolved as provided herein, the district court of the county in which such corporation carries on its business, or has its principal place of business, on application of a creditor, stockholder, or member, at any time within said three years, may appoint one or more persons receivers or trustees, to take charge of its estate and effects, and to collect the debts and property due and belonging to it, with power to prosecute and defend actions in the name of the corporation or otherwise, to appoint agents under them, and do all other acts which might be done by such corporation, if in being, that are necessary to the final settlement of the unfinished business of the corporation. The powers of such receivers may be continued as long as the court deems necessary for said purposes.

SEC. 245 (169). *Powers of court.*—Said court shall have jurisdiction, in equity, of the application, and of all questions arising in the proceedings thereon; and may make such orders, injunctions, and judgments therein, as justice and equity require.

SEC. 246 (170). *Duties of receivers.*—The receivers shall pay all debts due from the corporation, if the funds in their hands are sufficient therefor, and if not, they shall distribute the same ratably among the creditors who prove their debts in the manner directed by the court.

SEC. 247 (171). *Balance of assets, how distributed.*—If there is a balance remaining, after the payment of the debts, the receivers shall distribute and pay it to and among those who are justly entitled thereto, as having been stockholders or members of the corporation, or their legal representatives.

SEC. 248 (172). *Duty of attorney general—powers of attorney general and legislature over corporations.*—The attorney general, whenever required by the governor, shall examine into the affairs and condition of any corporation in this state, and report such examination in writing, together with a detailed statement of facts to the governor, who shall lay the same before the legislature; and for that purpose the said attorney general has power to administer all necessary oaths to the directors and officers of any corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, books, papers, and documents belonging to such corporation, or pertaining to its affairs and condition; and the legislature, or either branch thereof has full power to examine into the affairs and condition of any corporation in this state, and at all times; and for that purpose any committee appointed by the legislature, or either branch thereof, shall have full power to administer all necessary oaths to the directors, officers, and stockholders of said corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, safes, books, papers, and documents belonging to such corporation, or pertaining to its affairs and condition, and to compel the production of all keys, books, papers, and documents.

Of power of corporations to make contracts *vide* 7 Wis. 59; 10 Wis. 230; 11 Wis. 334; 13 Wis. 653; 17 Wis. 459; 21 Wis. 217; 23 Wis. 339. Power to expel members, 20 Wis. 63. Not liable for debts of predecessor, 17 Wis. 497. Can negotiate its bonds directly to creditors, *Wiley v. Board of Education of Minneapolis*, 11 Minn. 371.

SEC. 249.

AN ACT

RELATING TO TELEGRAPH COMPANIES.

Be it enacted by the Legislature of the State of Minnesota:

Sec. 1. *Penalties.*—Any person or persons who shall knowingly or willfully injure, molest, or destroy any telegraph line, or appurtenances belonging thereto, and any person who shall counsel or advise the injury, molestation, or destruction of any of said lines or appurtenances thereunto belonging, shall be deemed guilty of a misdemeanor, and be punished by fine not exceeding one thousand dollars, or imprisonment not exceeding the term of two years, or both, at the discretion of the court having cognizance thereof.

Sec. 2. *Further penalties.*—If any operator, clerk, messenger boy, or other person in the employ of any telegraph company in this state, shall reveal the contents of any private message to any other than the one to whom it is directed, or to his attorney or agent, such revelation shall be deemed a misdemeanor, and such person so offending shall be subject to a fine of one thousand dollars, or to imprisonment not exceeding the term of two years, or both, at the discretion of the proper court.

Sec. 3. *Ratifies contract.*—All contracts made by and between any telegraph

and railroad or other company in this state, for the mutual use of lines constructed, or to be constructed, are ratified and approved so far as the same may not be inconsistent with the constitution, or any existing law of the state.

Sec. 4. Extension of time.—The time heretofore allowed by an act of the legislature of this state to the north-western telegraph company, to complete a telegraph line from St Paul to Pembina, as a condition in securing certain benefits and rights to said company, is hereby extended two years, without damage or forfeiture of any rights intended to be secured by said act.

Sec. 5. Tax per mile.—The owners of any telegraph line constructed and in operation within the limits of this state, shall pay to the state an annual tax of forty cents per mile for every mile of route occupied in lieu of all other taxes, which shall be paid in January of every year to the state treasurer.

Sec. 6. State to have lien.—This state shall have a lien upon any line constructed and in use as aforesaid, and all its appurtenances, for all taxes which may accrue to the state by virtue of the foregoing section, and in case the tax, in whole or in part, shall not be paid by the first day of February of every year, it shall be the duty of the state treasurer to advertise such line for sale for the amount of such tax remaining unpaid, in some newspaper published at the seat of government, by giving three weeks' previous notice, and to sell the same accordingly for the amount of tax and interest and charges of sale: *provided*, the same shall not be paid before the time of sale, and the surplus money, if any, shall be paid to the owner or owners of said line, after deducting the expenses of advertising and selling the same.

S. L. 1867, 31.

SEC. 250.

AN ACT

TO LEGALIZE THE BUILDING OF FREE TURNPIKES IN THIS STATE.

Be it enacted by the Legislature of the State of Minnesota:

Sec. 1. That whenever it is desirable to construct or build a free turnpike road in any part of this state, it shall be lawful to proceed as hereinafter provided.

Sec. 2. That whenever the county commissioners of any county of this state shall be petitioned to construct a free turnpike on any proposed route therein named, accompanied with a certified statement of at least three freeholders, which statement shall be verified by oath or affirmation, that said petition contains thereon the names of at least a majority of the legal voters in the territory affected by taxation in the building of said road, as hereinafter provided, and also a similar statement that at least two hundred dollars per mile for each and every mile proposed to be built has been subscribed to such enterprise, it shall be their duty to have said proposed route surveyed by a competent corps of engineers, under the supervision of one of their number, or person appointed living along the proposed route.

Sec. 3. The engineer appointed to make surveys of any proposed route, shall make a return of the same, with the estimated cost of the construction of a turnpike road, as hereinafter provided, to the county commissioners at their next regular meeting after said survey and estimate shall have been made and completed.

Sec. 4. When the survey and estimate shall have been returned, the county commissioners shall levy annually one-third of the estimated cost of constructing said road (less one-third of the subscription) for three years, or until said road shall

be completed, a tax on the taxable property contiguous to the line of said road as follows, to wit: The incorporated city, town, or village at the beginning of the line of said road, or to the limits thereof, whether incorporated or not; one-half mile on each side of the first mile of said route; one mile on each side of the second mile of such route; one mile and a half on each side of the third mile of such route; two miles on each side of the fourth mile of such route; two miles and a half on each side of the fifth mile of such route; and three miles on each side of the sixth and remaining miles of such route, which levy shall be placed on the tax duplicate by the county auditor, and collected as other county and state taxes.

Sec. 5. Every turnpike road constructed by virtue of this act shall be laid out at least four rods wide, and shall be bedded with stone, gravel, or such other material as may be found on the line thereof, and faced with broken stone or gravel so as to form an even hard surface, with good and sufficient ditches on each side whenever the same is practicable; the arch or bed of said road shall be at least eighteen feet wide, and shall be so constructed as to permit carriages and other vehicles conveniently to pass each other, and to pass on and off of said turnpike where it may be intersected by other roads.

Sec. 6. Subscription to the building of such road as is required in section two of this act may be made in cash, labor, or material furnished, and shall be made payable to the county commissioners in installments not to exceed twenty per cent. every sixty days. And the county commissioners shall have power to collect it the same as other debts.

Sec. 7. Whenever in the opinion of the county commissioners that a sufficient amount of money has been collected to commence the construction of such road, they may place such part thereof under contract as they may think best; but in all cases such contract shall be awarded to the lowest responsible bidder, and the letting of the building of such road or any part thereof shall be advertised in some newspaper having general circulation in the county, or by posting notices thereof in at least five of the most public places in the county, at least four consecutive weeks prior to such letting. Such notice or advertisement shall state the amount and manner in which such work shall be done, and the time and place of awarding the contract.

Sec. 8. The county commissioners, surveyors, engineers, and others appointed under this act shall, in the location of such road, be governed by sections seventy (one hundred and twenty-seven), seventy-one (one hundred and twenty-eight), seventy-two (one hundred and twenty-nine), and seventy-three (one hundred and thirty) of title three (seven) of this chapter (thirty-four of the general statutes).

Sec. 9. After such road is completed the county commissioner shall levy and cause to be collected annually a sufficient amount of tax to keep such road in good repair. And the several overseers of roads along the line of such road shall have the poll and other taxes assessed by the town supervisors worked and applied on such road, and further, such road shall be free to travel the same as other highways.

Sec. 10. All acts and parts of acts inconsistent with this act are hereby repealed.

(Approved February 28, 1867. S. L. 1867, 49.)